SUPERIOR SPIDER-MAN COMPANION

RIVERA

MARVEL

THE SUPERIOR SPIDER-MAN

COMPANION

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AVENGING SPIDER-MAN #15.1, #16-17

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AVENGING SPIDER-MAN #15.1

FINAL

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DOCTOR OCTOPUS IS DEAD

SPIDER-MAN'S INVOLVEMENT IN VILLAIN DEATH QUESTIONED

ANTI-SPIDER-MAN PATROLS ON HEIGHTENED ALERT

Day One.

PETER PARKER'S TRIBECA APARTMENT.

HRH.

I DID IT.

I FINALLY BEAT HIM.

I BEAT SPIDER-MAN.

HEH. HEHEH...

HA HA HA HA HA!

MY NAME IS *OTTO OCTAVIUS.*

TO SAY THAT I AM THE MAN WHO FINALLY *KILLED* SPIDER-MAN DOESN'T TRULY DO JUSTICE TO WHAT I HAVE ACCOMPLISHED.

--IT'S FINE. I'M HEADING IN TO WORK NOW.

NO, HORIZON.

I HAVE TAKEN EVERYTHING FROM SPIDER-MAN. EVERYTHING HE EVER WAS, EVERYTHING HE WOULD EVER BE...

...HIS LIFE, IN EVERY SENSE OF THE WORD.

HMPH. THIS WILL NEVER DO.

WHAT? NO, NOT YOU.

HIS BODY, HIS MIND, HIS MEMORIES...

(HE REALLY COULDN'T ACQUIRE ADAMANTIUM FOR THESE WEB-SHOOTERS?)

YES. I WOULD *LOVE* TO HAVE DINNER WITH YOU, MARY JANE. LET'S SAY THIS FRIDAY.

I TOOK HIS *LIFE* FROM HIM.

AND *THEN* I KILLED HIM.

A LIFETIME OF VIOLENT STRIFE HAD CAUGHT UP TO ME, AND THE REAPER HAD COME TO COLLECT.

BUT I WAS NOT ONE TO SURRENDER WILLINGLY.

AS SEEN IN AMAZING SPIDER-MAN #600

SPIDER-MAN HAD STOLEN THE LEGACY THAT I INTENDED TO LEAVE BEHIND, BUT HE MADE A *FATAL* MISTAKE.

HE USED *MY* TECHNOLOGY AGAINST ME.

AND WHEN HE DID, HE LEFT BEHIND PART OF HIMSELF.

FROM MY *DEATHBED*, I STRUCK OUT AT HIM...AND TRANSFERRED MY MIND INTO HIS BODY, LEAVING HIS MIND IN MINE.

SPIDER-MAN NOW HAD ONLY *HOURS* TO LIVE, WHILE I HAD A *LIFETIME* BEFORE ME.

AND IN FINAL BATTLE, I TRULY SAW SPIDER-MAN. IN PARKER'S LAST MOMENTS, I SAW WHAT MADE HIM.

THE LOVING HOME. THE DEEP-ROOTED DESIRE TO DO GOOD. AND ABOVE ALL ELSE...

...I LEARNED THAT WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILITY.

MORE OR LESS.

I HAVE TAKEN IN THE MEASURE OF PETER PARKER...

...AND I HAVE FOUND HIM *WANTING*.

HE WAS UNDISCIPLINED. HIS LIFE WAS CHAOS.

HIS INTELLECT HAD ITS MOMENTS, I WILL ADMIT, BUT HE NEVER APPLIED HIMSELF FULLY TO SCIENCE, AS I DID.

HIS DESIGNS NEVER WENT *FAR* ENOUGH.

HIS INVENTIONS NEVER *DARING* ENOUGH.

HE HELD BACK.

BUT NOW, HIS LIFE IS MINE.

MY INTELLECT.

MY GENIUS.

MY CREATIONS.

MY WILL.

Day Two

NOT BEING ABLE TO ENTER HORIZON LAB AS SPIDER-MAN IS AN ANNOYANCE. MODELL'S ANTI-SPIDER-MAN ***SECURITY MEASURES*** ARE LAUGHABLE, HOWEVER.

PARKER COULD HAVE OVERCOME THEM, HE CHOSE NOT TO OUT OF...WHAT? RESPECT? I'LL CIRCUMVENT THEM IN FIVE MINUTES.

PARKER WAS ***INFERIOR*** IN EVERY WAY.

ALTHOUGH HIS STITCHING WAS ADEQUATE, I MUST SAY. I REMEMBER SEWING MY COSTUME FOR THE FIRST TIME. NO...HIS COSTUME. I WAS--

EH?

LOST IN THOUGHT, MUSCLE MEMORY TAKES OVER.

WHAT HE COULD ***DO***...

...AMAZING.

Day Three.

TELEPHONE

INTERDEPENDENT MOVEMENT IS FUNCTIONAL.

VISUAL OBJECT TRACKING IS TOO SLOW.

THE SUN RISES, I REALIZE I WORKED THROUGH THE NIGHT. THE THRILL OF INVENTION IS EXHILARATING.

NEW LENSES FOR MASK NEARING COMPLETION. NOTE: THE RESOURCES CURRENTLY AVAILABLE TO ME ARE INADEQUATE. I NEED--

BZZT! BZZT!

message

M.J. WATSON

MARY JANE WATSON.

HIS MEMORIES TELL ME THAT NO ONE KNOWS HIM...*ME*... BETTER. THE MORE I CONSIDER HER, THE MORE SHE BECOMES A LIABILITY...SHE NEEDS TO...SHE...

DEAR GOD THAT WOMAN!

PETER PARKER IS A FOOL.

Day Four.

WALKING IS RIDICULOUS. MODELL SHOULD PROVIDE ME WITH A DRIVER.

CHAMELEON WAS ALWAYS GOOD FOR THAT SORT OF THING, I WONDER WHERE--

STOP! THIEF!

SOMEBODY STOP HIM!

HMPH. PETTY THEFT.

I KNOW I'VE SWORN TO "DO GOOD," BUT THIS SEEMS BENEATH--

WHAM!

URK!

THAT WAS...

THAT WAS INSTINCT, I SUPPOSE.

PETE, YOU *HAVE* TO COME CHECK OUT MY ATMOSPHERIC CONDENSER PROJECT!

YEAH, AND I THINK I FOUND A WAY TO ACTUALLY CATCH A GHOST AND HOLD IT INDEFINITELY!

THANK YOU, FAT HIPPY AND BALD KID. I WILL LOOK IN ON YOU LATER.

RUDE MUCH? WHAT'S GOTTEN INTO HIM?

I THINK HE WAS ACTUALLY... YOU KNOW... *FOCUSED.*

...DO YOU THINK I'M FAT?

WHAT? NO!

HOW DOES HE PUT UP WITH THIS? THESE DISTRACTIONS... THESE...*PEOPLE.*

LOOK AT THIS. ALL THE DEVICES HE'S BUILT TO FIGHT SUPER VILLAINS...

...TO FIGHT *ME.*

A WASTE OF HIS *GENIUS.*

NO. *NOT* GENIUS. PETER PARKER IS *NOTHING.*

THERE IS *NO* INTELLECT THAT COMPARES TO MINE. PARKER MAY BE GOOD, BUT I AM *SUPERIOR* IN EVERY WAY.

I AM *DOCTOR OCTOPUS.*

HORIZON LABS COULD BE CONSIDERED IMPRESSIVE.

OR RATHER IT WOULD BE WERE I ANYONE ELSE.

BUT I AM NOT ANYONE ELSE.

I NEED *MY* LAB.

I HAVE SEVERAL SUCH FACILITIES LOCATED ACROSS THE PLANET, EACH STOCKED WITH ANYTHING I MIGHT NEED, KEPT UP TO DATE BY REMOTE...

HMPH. THE GATES ARE PROGRAMMED TO OPEN IN PROXIMITY TO MY *ARMS*.

IMPROVISATION. HOW...DISTASTEFUL.

AAHHH. HOME, IF A MAN SUCH AS ME CONSIDERS ANYWHERE HOME.

MEMORIES WASH OVER ME.

MY MEMORIES.

THE WORK I DID HERE. THE SCIENCE.

THE MEN OF POWER I MASTERED TO MY WILL.

I CAME HERE AFTER SPIDER-MAN BEAT--

--AFTER HE FOILED...

...

UHN!

THAT DAMNED SPIDER-SENSE GOING OFF...IT'S ALMOST PAINFUL, WHAT COULD HAVE CAUSED--

AH, YES.

NOW I REMEMBER.

THE LAIR'S DEFENSIVE SYSTEMS ARE CALIBRATED TO MY ARMS, MY VOICE, TO MY HEARTBEAT...

NONE OF WHICH I POSSESS ANY LONGER. THIS IS--

ATTENTION, INTERLOPER!

OH, NO.

YOU HAVE MADE A FATAL MISTAKE INVADING THE DOMAIN OF DOCTOR OCTOPUS!

...

IS THAT REALLY HOW I SOUND?

LIKE AN UNDERWATER WALRUS.

I CAN HEAR MYSELF RANTING AS MY OWN LAIR'S DEFENSES TRY TO KILL ME.

THAT IN AND OF ITSELF WOULD BE DISCONCERTING ENOUGH.

BUT WHAT STRIKES ME MOST IS THE BIZARRE SENSE OF...DÉJÀ VU.

HOW MANY TIMES HAVE I FOUGHT THIS FIGHT?

BUT NEVER LIKE THIS.

NEVER FROM THE OTHER SIDE.

FROM *HIS* SIDE.

AND IT STRIKES ME, LIKE ICE RUNNING THROUGH MY CORE.

NO MATTER HOW BRILLIANT I THOUGHT I WAS...

NO MATTER HOW MUCH I WOULD RIDICULE SPIDER-MAN, CALL HIM PATHETIC, OR LAUD MY OWN GENIUS...

...NO MATTER HOW HARD I FOUGHT...

...THE SIMPLE FACT IS THIS:

DOCTOR OCTOPUS ALWAYS *LOST.*

MY WILL.

MY INTELLECT.

MY POWER.

IT WAS NEVER ENOUGH.

I WAS FOUND WANTING.

AND.

I.

FAILED.

...AS YOU BREATHE YOUR LAST BREATHS, JUST REMIND YOURSELF... IT COULD HAVE ENDED NO OTHER WAY.

FOR YOU PITTED YOURSELF AGAINST THE GENIUS...THE MIGHT... OF DOCTOR OCTOPUS!

I'M BETTER THAN *THAT*.

I MUST BE *BETTER* THAN THAT.

BETTER THAN THAT PONTIFICATING, WEAK-CHINNED *FOOL*.

BETTER THAN *OTTO OCTAVIUS*.

Day-Five.

I'VE SEEN MYSELF THROUGH PETER PARKER'S LENS NOW.

I'VE SEEN MY MISTAKES.

AND THINGS ARE GOING TO CHANGE.

BECAUSE OTTO OCTAVIUS IS NO MORE.

HIS DAYS OF LOSING ARE *OVER*.

DOCTOR OCTOPUS IS DEAD.

LONG LIVE THE *SUPERIOR SPIDER-MAN.*

DAREDEVIL #22

Being blind, here are my answers to people's questions about how I handle *money*.

Yes, it's a pain that American paper currency is of a uniform size regardless of denomination.

Used to be, because of my enhanced super-senses, I could easily "read" a bill by touch.

But each advance in printing and anti-counterfeiting technology makes that more difficult.

There are smart-phone apps that can identify bills through photography. Slow, but helpful.

TEN DOLLARS.

To make better time, I still rely on the old folding method.

Ones flat...

...fins folded crosswise...

...sawbucks lengthwise...

...twenties quartered.

You have to trust cashiers not to shortchange you...

...AND TEN MAKES A *HUNDRED.*

...especially on *purpose.*

ARE YOU SURE?

YOU CALLIN' ME A *CROOK?*

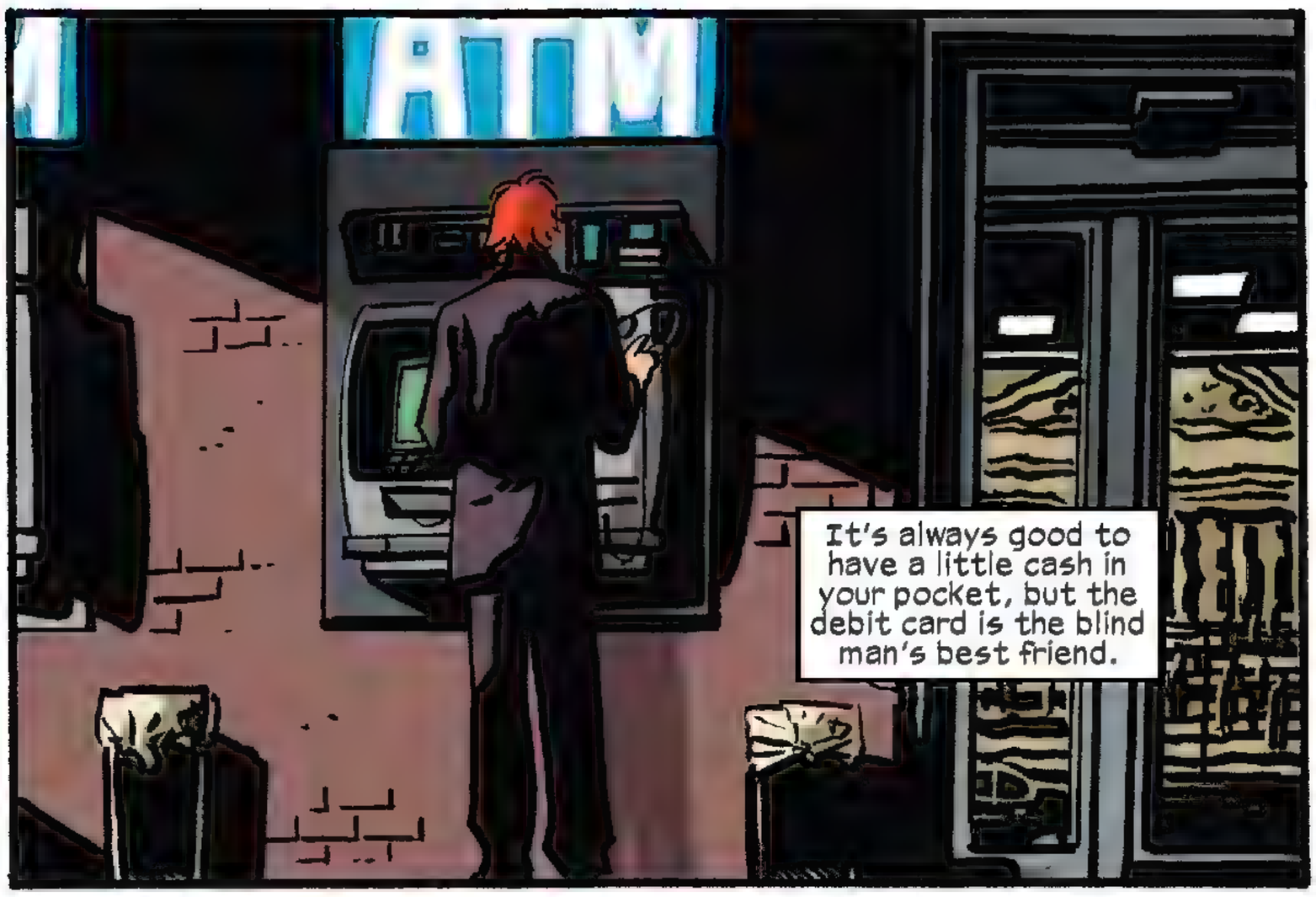
NO, NO, NO.

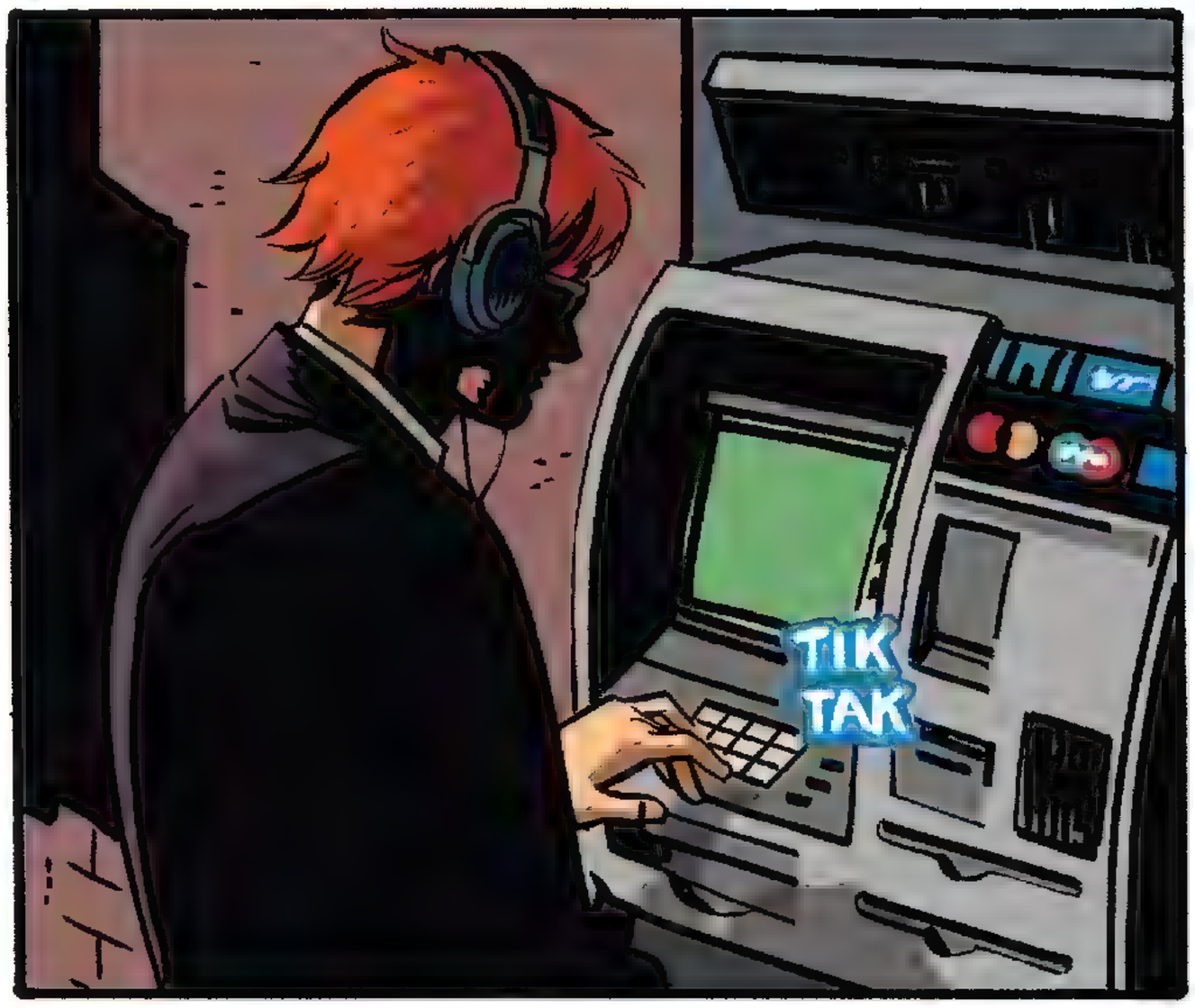
HEY!

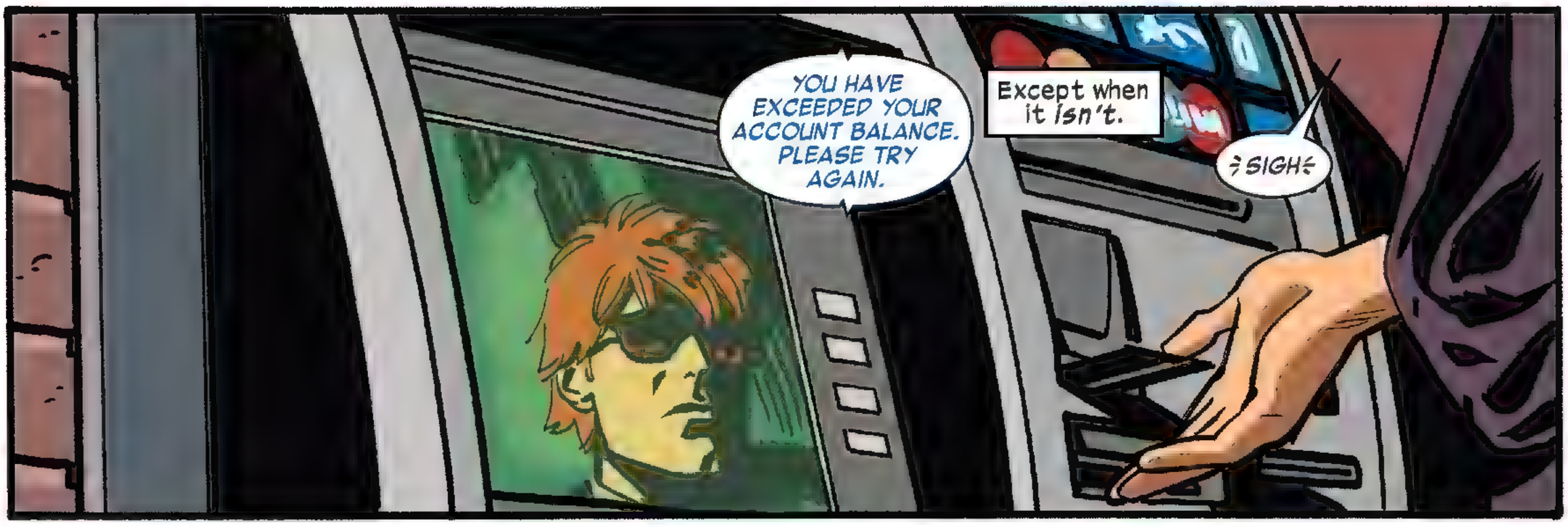
Tink

WE'RE EVEN.

But my most helpful tip: surrender to the 21st century and use a ***debit card*** as much as possible.







It's official: I'm broke. Cash-poor and *unemployed*.

The law firm of Matt Murdock and Franklin "Foggy" Nelson has *disbanded*--at first because Foggy mistakenly thought I'd been *lying* to him--

--then because I stormed out *angry*.

I'm not *destitute*-- I own my townhouse, I have no debt--

--and the celebrity crimefighter with the worst-kept secret identity can always find enough largesse to keep a body fed.

EAT, MR. DAREDEVIL!

HOW YOU LIKE THE PASTA, EH?

BELLISSIMO, LUIGI, AS ALWAYS! BUT YOU *"UNDERSTAND"* I AM *NOT* DAREDEVIL, YES? I *MUST* PAY.

SI, SIGNORE! I *"UNDERSTAND"*! STILL, I CANNOT ACCEPT PAYMENT FOR SUCH A HUMBLE MEAL FROM A MAN WHO HAS DONE SO MUCH FOR NEW YORK!

FORMAGGIO!

FORMAGGIO.

Nonetheless, I'm down to my *last twenty*, so I should think very *carefully* about how I want to *spend* it.

DAREDEVIL!

Perhaps on some *bug spray*.

SPIDER-MAN?

HEY, WE'VE *HAD* THIS TALK! *COOL IT* ON THE *PUBLIC OUTING* THING--

SURRENDER OR PREPARE FOR *BATTLE!*

WAY

"*SURRENDER*"? I'M NOT--

THEN THE DIE IS *CAST!*

HEY!

HEY!

THWIP THWIP

STOP! YOU'RE ONLY MAKING THIS *HARDER!*

ON *YOU*, I HOPE!

WHATEVER THIS IS, CAN WE *PLEASE* AT LEAST *TRY* NOT TO *REMIND RANDOM* PASSERSBY WHO I *AM?*

Where is *this* coming from? That *is Spider-Man*, right?

Pretty *sure*. The *voice* tracks, and *no one* has that same gangly-ass *posture*.

What's *off-putting* is that I'm hearing something *totally uncharacteristic* in his presence:

Silence.

BETTER. NOW, IF YOU'LL *EXPLAIN* YOURSELF--

THAP

YOU'RE A PUBLIC MENACE.

I'VE BEEN ASKED TO BRING YOU *IN.*

THAT'S ALL THE EXPLANATION YOU *REQUIRE.*

Really *not.*

I don't know what *any* of what he just said means.

NOW I'm wondering if this isn't some *mind-control* thing, because...

...*"THE DIE IS CAST"?* WHO TALKS LIKE *THAT?* WHERE DID THE FUNNY GO?

I...

THWIP THWIP

...WHAT, HARD OF HEARING, *TOO?* I'M *FULLA* WISECRACKS, HORNEDHEAD!

"HORNHEAD"! IT'S *"HORN--"*

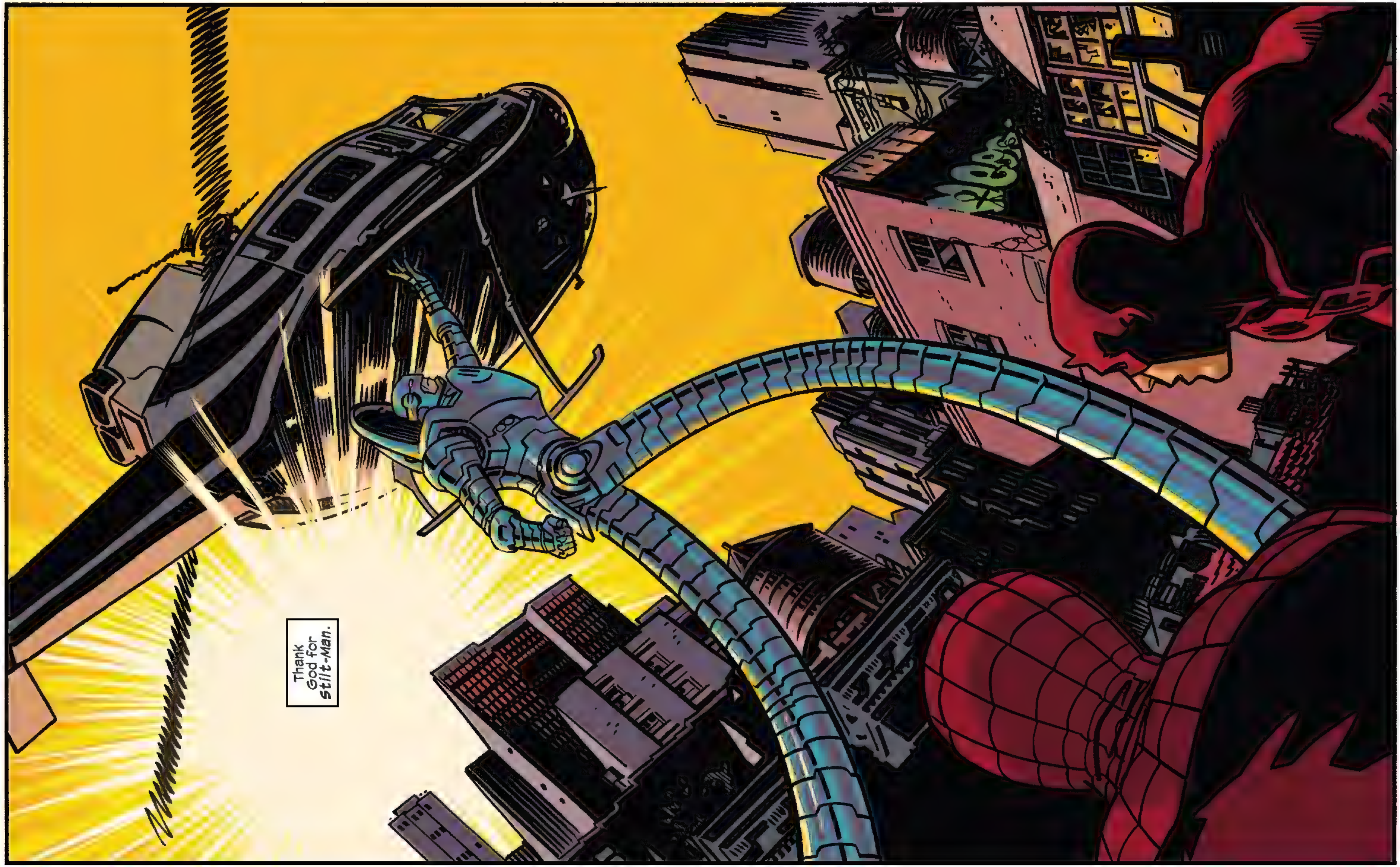
Okay. It's his *heartbeat*, his *scent*, his *footfall*. Legit.

Unless he's running some *elaborate prank*, Spider-Man is forcing a *fight*.

So I'm about to have to *throw down* with (sadly) the one Avenger I'm *closest* to--

--unless-- *unless--*

--I can *save* this friendship with a magic combination of *four words* that have never, *ever* been spoken in *any language* in this order before:


Thank God for Stilt-Man.

Paf

HE'S REACHING FOR THAT 'COPTER! LET'S GO!

STILT? MAN?

WHAT IS WRONG WITH YOU? COME ON!

Skree

WHAT THE HELL--?

OH, MY GOD! DID WE HIT SOMETHING? WHAT'S HAPPENING?

THE DIE IS CAST!

THIS IS A MIDAIR BOND HEIST, WALTER DEVONSHIRE!

HAND OVER THE BRIEFCASE OR I'LL HURL THIS BIRD TO THE GROUND--!

GNNGH!

THWIP

HE'S BLUFFING, GENTLEMEN!

HE'S A GLORIFIED *SECOND-STORY* MAN! ALL HIS *STRENGTH'S* IN HIS *LEGS!*

HE'S GOT *REACH*, BUT NO *POWER!* HE'S--

HNFF!

WELL, *THAT'S* NEW.

WHAAA

I'VE *UPGRADED.*

I'LL SAY.

NET!

NET!

Spontaneous acid test, Spidey: once and for all, are you *friend* or *foe?*

SPIDEY! NET! NET!

NET!

Whew.

Thank you.

WAIT. *WAIT.* "*I'VE BEEN ASKED TO BRING YOU IN.*" NOT BY THE D.A.'S OFFICE...?

ASSISTANT D.A. MCDUF--

OKAY, *NOW* YOU MAKE SENSE. I AM *HAPPY* TO EXPLAIN ONCE WE DEAL WITH *TALL BOY.*

THE ONLY ENEMY I HAVE WHO'D BUILD A TEN MILLION DOLLAR *SUIT* TO STEAL A HALF-MILLION IN *BONDS.*

...

HE DIDN'T *BUILD* THIS. NOT THE *UPGRADE.* I RECOGNIZE THE *CRAFTSMANSHIP.*

HE *REPURPOSED* SOME OF M--

--SOME OF *DR. OCTOPUS'S* OLD *ARMS* INTO HIS *HYDRAULICS.*

DOC OCK? *THAT* TUB OF LARD?

WHY ARE YOU GRINDING YOUR TEETH?

I WAS JUST GOING TO SAY, "*HE'S NOT BEHIND THIS, IS HE?*"

HARDLY.

WHO ARE *YOU* TO CO-OPT ANOTHER MAN'S *CREATIONS*, YOU *CHARLATAN?* YOU *BABOON?* YOU'RE NOTHING BUT A *MENIAL THIEF--*

--HNNGH!

SO? YOU COME WINDMILLING YOUR ARMS AT *ME*, I'LL RETURN THE *FAVOR!* I KNOW YOU'RE *STRONG*, BUT *NOW--*

--SO AM *I!*

PAAGGH!

POP

Headstrong as *ever*. And coming from *me--*

How do I shut this *down?* Even *if* I can get him to drop *Spidey*, how can I stop him from popping *my* limbs, *too?*

By picking the perfect *strike zone.*

HONK! SHFSKREE!

Concentrate, Matt.

SkshVEEEE WEEOOOWEEE BRANG CLANG

Focus.

Find your *target.*

CH WHAM

CLEAR OF THE CLOSING DOORS

chkt chkt chkt chkt

SkshVEEEE WEEOOOWEEE HONK!

WALKIN' HERE!

clik

SkshVEEEE

SKSVRRRZAAAKT

NO! WHAT DID YOU--? THE CENTRAL CONTROL--!

HOW DID YOU KNOW EXACTLY WHERE IT WAS?

I HAVE AUTO-SEALANT! IT'LL STEM THE DAMAGE--

TOO LATE.

KRSSH

While Spidey shucks the unconscious *Stiltless-Man* from his now-inert *suit*, I find a *cop* and have him radio in for airlift to the *impound yard*.

Then I make *nice*.

...BREATHE LIKE I SHOWED YOU AND YOU WON'T HAVE TO BRACE. READY?

YES.

POP

≠GNNGH!≠

GO EASY FOR A FEW DAYS. ALSO, I'M *NOT* A WANTED MAN. NOR AM I A MENTALLY UNSTABLE *THREAT*.

KIRSTEN'S MY...WELL...WE'RE *CLOSE*. YOU JUST GOT DRAWN INTO A *THING* BETWEEN US.

I KEPT MY DISTANCE AT A TIME WHEN I COULD HAVE ASKED FOR HER HELP. I CONVINCED MYSELF THAT THE LACK OF COMMUNICATION WAS TO PROTECT HER, BUT THAT'S CRAP.

SHE WAS JUST THE VICTIM OF MY ***WORST HABIT.***

YOUR LACKLUSTER ***FIGHTING SKILLS?***

NOW HE BRINGS THE FUNNY.

I DIDN'T ***SHARE***, FOGGY THOUGHT I'D CRACKED UP, HE TOLD ***KIRSTEN***, AND IN THE ABSENCE OF NEWS ***DIRECTLY*** FROM ME, ETC., ETC., IT'S A MESS.

SOUNDS LIKE.

SO... GOOD?

WE'RE GOOD.

NO, I MEANT YOU, SPECIFICALLY. YOU DIDN'T SEEM ***YOURSELF*** EARLIER. ANYTHING YOU WANT TO TALK ABOUT?

...

NO. I'M FINE.*

*FINE? AS ***SUPERIOR SPIDER-MAN*** READERS KNOW, THIS IS DR. OCTOPUS IN SPIDER-MAN'S ***BODY***, TRYING TO BE A HERO! FOLLOW ***SUPERIOR*** TO SEE IF HE ***SUCCEEDS!--SWACKER.***

WELL, CALL IF YOU CHANGE YOUR MIND. AND THANKS FOR HELPING ME SORT THIS NONSENSE OUT. IF ANYONE NEEDS ME...

"...I NEED TO GO INVEST MY LAST TWENTY DOLLARS IN AN *APOLOGY.*"

Hortas FLORIST

OPEN

MA & PA BAKERY

BAKERY

OPEN

THAT BAKERY OVER ON *CANAL.* YOU *REMEMBERED* THEIR *GREATEST CREATION.*

THE BACON AND LIMBURGER *CHEESECAKE.* IT'S MY *FAVORITE.*

OF *COURSE* IT IS. THEY *CALL* IT "*THE FOGGY.*"

I FIGURE YOU CAN'T STOP ME FROM *TALKING* WHILE YOU'RE *HOOVERING* YOUR FOOD, SO LET ME EXPLAIN, WITHOUT INTERRUPTION, WHAT I'VE COME TO DECIDE IS THE ROOT OF OUR CONFLICT:

EVEN WHEN I WAS FIRST BLINDED, I NEVER TOLD ANYONE ABOUT MY *RADAR* OR MY *HYPERSENSES.* NOT EVEN MY *DAD.* I *ENJOYED* HAVING A BIG SECRET.

WHEN PEOPLE MAKE YOU FEEL LIKE YOU'RE WEAK AND HELPLESS, IT'S *EMPOWERING* TO KNOW SOMETHING THEY DON'T. AND, BOY, DID I NEED EMPOWERING.

OM NOM NOM

BACK THEN.

BACK *THEN.*

BUT HERE'S THE TRUTH: LEARNED BEHAVIORS DIE *HARD.*

THEY BECOME A *COMFORT ZONE.*

SO EVEN THOUGH I GREW OLDER, AND *STRONGER,* I SOMEHOW NEVER LET GO OF THAT NEED FOR THE POWER OF SECRECY.

AND ALONG THE WAY, IT WENT FROM SURVIVAL SKILL TO HABIT TO...TO...

EMOTIONAL ADDICTION.

I CAN SEE THAT. YOU *DO LOVE* COMING TO THE TABLE WITH AN ACE UP YOUR SLEEVE. NO WONDER YOU TOOK TO LAW.

"I ALWAYS FELT THAT YOU SHOULD HAVE BEEN A *MAGICIAN.* NOW I KNOW WHY."

I WANT SECRECY TO STOP BEING MY DEFAULT SETTING, *ESPECIALLY* AROUND MY *BEST FRIEND.* WILL YOU HELP ME?

IF THERE'S TIME.

CAN WE START BY RESTORING THE PARTNERSHIP, FRANKLIN NELSON?

SURE THI--

WAIT.

GO BACK TO THE *PREVIOUS* QUESTION. WHAT DO YOU MEAN, *"IF THERE'S TIME"?*

And why is your heartbeat *soaring?*

AND WHY IS YOUR HEARTBEAT *SOARING?*

MATTY, I WASN'T FAIR TO YOU, EITHER.

I THINK THE REASON I WAS SO *ANGRY* THAT YOU MIGHT NOT BE DEALING WITH YOUR PROBLEMS HONESTLY AND WITH *COURAGE* IS BECAUSE I...

...I *NEED* THAT FROM YOU RIGHT NOW.

I NEED YOU TO BE THE ONE WHO CAN TEACH *ME* HOW TO DO ALL THAT.

FOGGY, WHAT ARE YOU TALKING ABOUT, PLEASE?

I'VE...BEEN SICK, MATTY. WHILE YOU'VE BEEN RUNNING AROUND, I'VE BEEN RUNNING TO THE *DOCTORS*. AND THEY'RE PRETTY SURE--

OF *WHAT?*

--THEY'RE RUNNING TESTS RIGHT NOW--

FOR WHAT, FOGGY?

...

CANCER.

AVENGING SPIDER-MAN #16

New York City.

THIS CITY SEEMS TO ALWAYS BE IN A PANIC.

I WAS FREQUENTLY THE CAUSE OF IT WHEN I WAS DOCTOR OCTOPUS.

NOW, THOUGH... NOW I AM *SPIDER-MAN*.

AND WHEN THE VARIOUS SENSORS I'VE PLACED THROUGHOUT THE CITY DETECT THESE PEOPLE IN A PANIC, I MOVE TO ***SAVE*** THEIR LITTLE LIVES.

BUT WHEN I SEE WHAT THEY'RE RUNNING FROM, I FIND MYSELF FORCED TO ADMIT...

...PETER PARKER SAW MANY STRANGE THINGS IN HIS LIFE.

ALIENS, GODS, MUTANTS...HE HAS LIVED AN EXCEPTIONAL LIFE.

THE PROBLEM?

IT'S MY LIFE NOW.

SUPER VILLAINS I KNOW. I WAS ONE. BUT THIS...THIS I MAY HAVE TO RETHINK.

JAMESON'S ANTI-SPIDER-MAN PATROLS ARE ENGAGING THE THING...FOR ALL THE GOOD IT DOES.

TARGET AND INITIATE ANALYSIS...

Searching...

argiope aurantia

HMPH. A GARDEN SPIDER.

THERE IS IRONY HERE.

I DESTROYED SPIDER-MAN.

NOW I GET TO KILL HIS NAMESAKE... ALL IN THE NAME OF *GOOD*.

SHRIP!

AAAHH!

THE MONSTER THROWS ME OFF. I WASN'T CONCENTRATING...SHOULD HAVE STUCK TO ITS BODY BEFORE ATTACKING.

MY MIND STILL *OVERRIDES* THIS BODY'S MUSCLE REFLEXES AT TIMES.

UHN!

NOTE TO SELF...

LISTEN TO BODY MORE.

FINE. OBVIOUSLY THIS IS NO MERE GARDEN SPIDER. A REMNANT FROM THE *SPIDER-ISLAND* OUTBREAK, PERHAPS?*

NO MATTER. AS I AM NOT ABLE TO *STEP* ON THIS SPIDER AS IT DESERVES...

...I AM ONCE MORE FORCED TO *IMPROVISE.*

*NOPE! BUT YOU CAN SEE WHY HE MIGHT THINK THAT AFTER ASM #670 --EPIDEMIC ELLIE

WHAT--?!

HEY!

NYPD

ONE SIDE, IMBECILES!

AHH... FRIENDLY BANTER.

ALL RIGHT, YOU MONSTROSITY... PREPARE TO MEET YOUR--

?

WHAT IN THE NAME OF--

THE SPIDER... IT HAS *HUMAN* EYES.

UNEXPECTED.

HMPH.

WELL, NEVERTHELESS, THE CREATURE IS A THREAT TO THE PEOPLE OF THIS CITY. THEREFORE, IT MUST BE PUT DOWN.

THE DIE IS CAST!

KRA-KOOOM!

DAMN THESE INTERRUPTIONS! WAS THAT LIGHTNING? THE SKY IS CLEAR.

AND DID IT JUST GET COLDER?

WHOOSH!

WAAAH!

THIS IS MADNESS!

I WILL NOT *STAND* FOR THIS...THIS *INSANITY!*

NEWS FLASH, WEBS! YOU'RE NOT STANDING.

Hurf!

OUR PARDON, SPIDER-MAN, BUT AS LUDICROUS AS IT SOUNDS...

THIS SPIDER IS A JOB FOR THE

X-MEN!

THE X-MEN...AN ALWAYS POSING COLLECTION OF SELF-STYLED *MUTANT HEROES.*

THE NEXT STEP IN EVOLUTION, THEY SAY... *HOMO SUPERIOR.*

GENETIC FREAKS, FAR MORE LIKELY.

NO, FOR REAL...IS THIS YOUR *PET* OR SOMETHING? DO YOU HAVE A LICENSE FOR IT?

I'VE NEVER BOTHERED MYSELF WITH THEIR ILK BEFORE...

I'VE GOT ITS LEG!

UM. IF SOMEONE COULD GRAB THE OTHER SEVEN...?

...BUT PARKER KNOWS THEM. HE'S FOUGHT BESIDE THEM.

HE'S FOUGHT THEM, TOO.

AAAHH!

GOOD LORD... THEY NEARLY DESTROYED EVERYTHING IN THEIR RECENT BATTLE AGAINST THE AVENGERS.

EASY THERE, BOYS. I'VE GOT YOU.

BUT YOU MAY WANT TO TAKE COVER.

HANK, FIGURE IT OUT!

AND YOU!

ME?

STAY OUT OF THIS!

HOMO SUPERIOR...? PLEASE.

Searching...

ICEMAN. "BOBBY" AS I SEEM TO CALL HIM.

HE SEEMS TO LIKE BAD JOKES EVEN MORE THAN PARKER.

ICEMAN. EXTREME TEMPERATURE CONTROL, ICE GENERATION.

STORM...BEAUTIFUL, BUT *EASILY* THE MOST DANGEROUS.

STORM. WEATHER MANIPULATION.

INTERESTING... DNA SCANS ARE *INCONCLUSIVE*. IT'S BOTH MUTANT *AND* SPIDER.

YOU NEED A *TISSUE SAMPLE*. ANY KIND OF SURFACE SCAN WILL GIVE INCONCLUSIVE READINGS AT BEST.

IT'S ALIEN *SHI'AR* TECHNOLOGY.

...CHEATER.

RACHEL GREY A.K.A. PHOENIX A.K.A. MARVEL GIRL. TELEKINESIS, TELEPATHY.

RAY, YOU GOT A READ ON THIS?

NOTHING. IT MAY NOT HAVE HUMAN THOUGHTS IN THIS FORM. KIND OF LIKE YOU.

FUNNY. GET ME UP THERE.

RACHEL GREY. FROM THE FUTURE OF AN ALTERNATE TIMELINE. THESE X-MEN ARE RIFE WITH SUCH ANOMALIES, IT SEEMS.

TELEPATHY... THAT COULD BE A PROBLEM.

BEAST. ANIMAL STRENGTH, SPEED, AGILITY.

INTRIGUING. THERE APPEARS TO BE THREE DIFFERENT STRAINS OF DNA PRESENT...

LUCKILY, THEIR FOCUS ISN'T ON ME.

LOGAN! SORRY! I GOT DISTRACTED! DID I MENTION HOW SPIDERS CREEP ME OUT?

WHOOM

UHNN!

SHADOWCAT. ABILITY TO TURN SELF, OTHERS INTANGIBLE.

WOLVERINE. ANIMAL SENSES, HEALING FACTOR. ADAMANTIUM-LACED SKELETON.

SOME KIND OF BIO-ENERGY BUILDING UP INSIDE THE CREATURE...

THREE DIFFERENT STRAINS OF DNA... GOOD LORD.

STORM...

MOVE YOUR PEOPLE.

WHAT?

GET STORM OUT OF THE WAY.

NOW!

SHRAK!

AAAHH!

THE ARROGANCE. THAT MUST BE WHAT THE "*SUPERIOR*" IN "*HOMO SUPERIOR*" IS REFERRING TO.

TO THINK THEY TOLD ME TO SIT THIS OUT.

GOT YOU, STORMY!

HNN... THANK... THANK YOU...

...DID I JUST SAY THAT?

WHOA! WASN'T EXPECTING THAT.

NOR I. IT WOULD SEEM THAT SPIDER-MAN DID, THOUGH.

IT WOULD SERVE THEM ALL RIGHT IF I DID LEAVE THEM TO THIS.

THIS CREATURE IS MORE THAN MEETS THE EYE. AS IF SIMPLY BEING A 30-FOOT-TALL SPIDER WASN'T ENOUGH.

THE ENERGY BLAST IS SOME KIND OF ***MUTANT POWER***. THE BLUE APE OR CAT OR WHATEVER IT IS...IT MENTIONED THREE STRAINS OF DNA.

AAAAHHHHURR!

SPIDER, OBVIOUSLY. MUTANT WOULD SEEM A SURE BET. AND THE THIRD?

HA, LOOK. AT LEAST ONE OF THEM SHUT UP.

SOMEBODY GET GREY OUT OF THAT!

SHE HAS TO MAKE CONTACT WITH THIS THING!

SHRIP!

FWOOSH!

ORORO... ARE YOU OKAY?

YES... THANKS TO SPIDER-MAN.

DO NOT MENTION IT.

I'M GOING TO GO PUT THIS THING OUT OF ITS MISERY NOW, IF THAT'S ALRIGHT WITH EVERYBODY.

SURE, I--WAIT, WHAT?!

UH, SPIDEY? YOU MIGHT WANT TO TAKE COVER, THE GIANT SPIDER IS SHOOTING *EYE BEAMS* NOW.

THANKS FOR THE UPDATE. I HADN'T NOTICED.

SPIDER-MAN SEEMS A LITTLE *EDGY*.

PERHAPS IT'S THE GIANT MUTANT SPIDER SHOOTING EYE BEAMS AT HIM?

LANDING ON THE ARACHNID'S HEAD.

THAT'S WHAT I SAID! WHAT DO YOU THINK HE'S DOING NOW?

THE OL' "WEB IN THE EYES" TRICK?

ONE WOULD ASSUME. ONE WOULD ALSO ASSUME THAT THOSE BLASTS WON'T BE CONTAINED BY HIS WEBBING.

"BUT STILL, YOU HAVE TO ADMIRE HIS SPIRIT. NO DOUBT HE HAS A PLAN."

YES, YOU SWARTHY BLUE- FURRED MONSTER...

...I DO.

KRACK!

SKEEEEE--!

SON OF A--

NO!

WHAT IS HE *DOING*?! WE'RE SUPPOSED TO BE CONTAINING IT, NOT KILLING IT!

THAT GOT ITS ATTENTION.

NOW TO FINISH IT.

STORM! WE NEED A CHANGE IN AIR PRESSURE! NOW!

WHAT IS HE DOING?

I AM NOT QUITE SURE.

BUT THIS IS SPIDER-MAN. I THINK WE OWE HIM THE BENEFIT OF THE DOUBT.

I SEE THE MUTANT RISE UP INTO THE SKY, WIND CARRYING HER.

IT FEELS RIGHT THAT THEY OBEY ME.

AND NOW, FOR THE COUP DE GRACE...

AAAAAND DONE.

YOU'RE WELCOME.

YOU! GET OVER HERE!

WHAT THE FLAMIN' HELL DO YOU THINK YOU'RE PLAYING AT?!

WOLVERINE...

DON'T YOU *EVER* TOUCH ME!

HNN!

WOLVERINE ATTACKS WITH ALL THE FEROCITY THAT PETER PARKER'S MEMORIES TELL ME HE WOULD.

HE KEEPS THE CLAWS SHEETHED, PERHAPS OUT OF SOME MISGUIDED IDEA OF FRIENDSHIP.

RRRAAAA!

HIS SAVAGENESS, HIS SPEED..

I DO NOT RETURN THE FAVOR.

SHRIPP!

EVER SINCE THEY MET, WOLVERINE HAS ANNOYED PARKER.

I SEE IT ALL...THE CONDESCENDING TONE, THE SNIDE REMARKS...

HURRR!

I SIMPLY WILL NOT HAVE IT.

I'M STRONGER. FASTER. SMARTER.

SUPERIOR IN EVERY WAY.

HURK!

AND IT IS WELL PAST TIME...

...THAT I SHOWED HIM.

WOW.

UH, GUYS? REMEMBER THE GIANT SPIDER GOING ON A RAMPAGE? WANT TO FOCUS HERE?

THE SPIDER? I'VE ALREADY TAKEN CARE OF IT.

THOOOOM!

KABOOM

YOU KILLED IT!

NO. IT'S ALIVE. JUST STUNNED.

OH. NEVER MIND, THEN. NICE WORK!

HOW DID YOU DO THAT?

SIMPLE ARACHNID PHYSIOLOGY.

A ***CONCUSSIVE SHOCKWAVE*** THROUGH THE EXOSKELETON NEAR THE CREATURE'S BRAIN, COMBINED WITH THE SPIDER'S SENSITIVITY TO CHANGES IN AIR PRESSURE PUT IT INTO SHOCK.

THE FINAL STRIKE TO THE CIRCULATION SYSTEM PUT IT DOWN, ALTHOUGH THE REACTION WAS ***DELAYED*** GIVEN ITS SIZE.

HEY, COME ON. I *AM* SPIDER-MAN.

I'VE SPENT A LOT OF TIME STUDYING SPIDERS.

BEAST... LOOK.

THAT... LOOKS A LOT LESS LIKE A SPIDER.

GUYS... SOMETHING'S WRONG. HER MIND...

...IT'S GONE.

IT'S POSSIBLE SHE WAS INJURED...

NO, IT'S LIKE... IT'S LIKE SHE WAS JUST BORN. NO MEMORIES, NOTHING.

INTRIGUING. IF WHAT SHE SAYS IS CORRECT, THERE'S ONLY ONE--

BEHIND ME.

RRAAA!

LET'S TRY THIS AGAIN, WALL-CRAWLER!

YOU'RE EITHER A SLOW LEARNER, OR YOU JUST ENJOY BEING EMBARRASSED. YOU COULDN'T TOUCH ME IF--

TOUCH, SMART GUY.

I DON'T KNOW WHAT THE HELL YOUR PROBLEM IS TODAY, WEBS, BUT WE'RE ABOUT TO FIND OUT.

RACHEL! TAKE A LOOK IN HIS HEAD, MAKE SURE HE'S WHO HE SAYS HE IS.

WHAT?

THE TELEPATH.

THIS...THIS IS NOT GOOD. I POSSESS ALL OF PARKER'S MEMORIES, BUT MINE...SHE COULD SEE ME IN THIS MIND AS WELL.

SHE COULD SEE WHO I TRULY AM.

THIS CALLS FOR...GOD HELP ME...A LITTLE PARKER CHARM.

ARE YOU KIDDING ME? JUST USE YOUR *BADGER SENSES*, OR WHATEVER YOU'VE GOT...DO I SMELL LIKE ME?

...YEAH. DOESN'T MEAN YOU'RE NOT *POSSESSED* OR SOMETHING.

RIGHT. BECAUSE SAVING THE CITY FROM A GIANT SPIDER WAS SO *SUSPICIOUS*. NOT LIKE YOU X-MEN. WHEN YOU GUYS GET POSSESSED, YOU TAKE OVER THE PLANET AND SET IT ON *FIRE*.

ENOUGH. RACHEL--

SEE MOST X-MEN COMICS - PHOENIX FORCE PYLE

I DON'T WEAR THIS *MASK* FOR FUN. STAY OUT OF MY HEAD. IF SHE READS MY MIND, I WILL SERIOUSLY *SUE* YOU.

PRETTY SURE *CAPTAIN AMERICA* WOULDN'T APPROVE OF YOU INVADING MY PRIVACY.

LOGAN, NO. HE'S RIGHT.

TAXI

PERFECT. NOW, TO SEAL IT.

BESIDES... YOU *CAN'T* TELL ME YOU'VE NEVER THOUGHT ABOUT BEATING UP WOLVERINE.

GOOD POINT.

TRUE.

I'M THINKING ABOUT IT RIGHT NOW.

HERE'S A NOVEL THOUGHT... LET'S PUT ASIDE OUR DIFFERENCES AND WORK TOWARD A COMMON GOOD.

IN THIS CASE, OUR *PROBLEMATIC* YOUNG SPIDER-GIRL.

SHE'S ACTUALLY QUITE TROUBLING. I CANNOT ACCOUNT FOR HER LACK OF MIND, AND WHILE SHE POSSESSES *MUTANT DNA*...

...SHE IS *NOT* A MUTANT.

SOMEONE *GENETICALLY ENGINEERED* HER.

HUMAN DNA, MUTANT DNA...

...AND ARACHNID DNA.

Park Ave

East 41

THREE GUESSES WHO DID THIS.

MR. SINISTER? ISN'T HE DEAD?

I DO SEE TRACES OF HIS HANDIWORK HERE, BUT IF THIS IS *MR. SINISTER'S* WORK, HIS GENETIC HOBBY HAS EXPANDED INTO TWO NEW SPECIES.

HE'S NEVER SHOWN INTEREST IN HUMAN OR ANIMAL DNA BEFORE.

I THINK WE CAN TAKE IT FROM HERE.

FINE.

HEY... ARE YOU OKAY?

YOU DO SEEM A LITTLE... DIFFERENT.

PEOPLE CHANGE.

I WOULD THINK MUTANTS WOULD UNDERSTAND THAT.

IF HE DOESN'T KNOW ALREADY, BEAST WILL LEARN SOON ENOUGH. THE GIRL HAS THE MIND OF A NEWBORN BECAUSE SHE WAS MOST LIKELY BORN YESTERDAY.

SHE'S A *CLONE*.

I DON'T KNOW MUCH ABOUT THIS SINISTER PERSON, BUT JUDGING BY THE COLOR OF THAT GIRL'S HAIR...

I'D CALL THAT A SUCCESS.

...THERE'S SOMEONE ELSE WHO COULD VERY WELL BE RESPONSIBLE FOR THIS.

WOULDN'T YOU?

A HEADACHE I WOULD MUCH RATHER NOT HAVE TO DEAL WITH.

I'LL HAVE TO SEND A NICE FRUIT BASKET TO YOUR BOSS. CHOCOLATES, MAYBE, GIVEN HOW BRILLIANT HIS WORK IS.

"DEAR MISTER SINISTER... THANKS FOR ACCESS TO YOUR GENETIC CANDY STORE."

THIS WILL TAKE SOME TIME...

...BUT I HAVE A LOT OF WORK TO DO.

A *JACKAL* NIPPING AT MY HEELS.

AVENGING SPIDER-MAN #17

REE
REE
REE
INFRACTION! INFRACTION!
Time Variance Authority.
MISTER OBORUS, SIR! THERE'S BEEN AN INCIDENT!
SETTLE DOWN, SON. LET'S SEE THE PAPERWORK.
OKAY, THEN. ACTION IS AUTHORIZED. *ELIMINATION* OF THE TARGET FROM THE *TIMESTREAM* TO COMMENCE, OUR AGENT HAS BEEN ACTIVATED.
TARGET LOCATION IS...IS...
OH.
WHAT IS IT, SIR?
THIS IS GOING TO BE ONE OF THOSE DAYS, ISN'T IT?
THEY'RE NOT GOING TO LIKE THIS UPSTAIRS. THE TARGET LOCATION IS...

The Baxter Building.
NEW YORK CITY.

THE FANTASTIC FOUR.

I WILL ADMIT... I HAVE A MODICUM OF RESPECT FOR THEM.

...THESE ARE NOT THEM.

SPIDER-MAN!

REED RICHARDS IS A BRILLIANT MAN, BUT MORE IMPORTANTLY, HE IS ONE OF THE FEW WHO RECOGNIZES THAT MY OWN BRILLIANCE IS *SUPERIOR* TO HIS.

RICHARDS' TEAM HAS DONE ARGUABLY INCREDIBLE THINGS. THEY'VE EXPLORED OTHER WORLDS, OTHER UNIVERSES EVEN.

AND WHILE SOME COULD SAY *THEY* ARE FANTASTIC...

THE FANTASTIC FOUR LEFT TO PARTS UNKNOWN, AND CHOSE *THESE* FOUR TO WATCH OVER THINGS WHILE THEY WERE GONE.

FRANKLY? OTTO OCTAVIUS IS NOT IMPRESSED.

SCOTT LANG, A.K.A. ANT-MAN.

ABILITY TO SHRINK, COMMUNICATE WITH ANTS.

LANG IS A ***THIEF***, USING STOLEN TECHNOLOGY CREATED BY HENRY PYM, STANDING ON THE SHOULDERS OF MINIATURE GIANTS.

WE'VE RECEIVED SOME KIND OF DISTRESS CALL, A BEACON THAT REED HAD SET UP IN ONE OF HIS LABS.

IT'S COMING FROM THE MICROVERSE.

JENNIFER WALTERS, A.K.A. SHE-HULK.

GAMMA-FUELED SUPER-STRENGTH.

WALTERS IS SOME AMBULANCE-CHASING LAWYER WHO HAPPENED TO GET A BLOOD TRANSFUSION FROM HER COUSIN, THE HULK.

THAT PLACE IS SUCH A MESS.

WE'RE HEADING DOWN THERE NOW. SCOTT SET UP THE POGO PLANE WITH A PYM PARTICLE DRIVE.

MEDUSALITH AMAQUELIN BOLTAGON, A.K.A. MEDUSA.

PREHENSILE HAIR.

THIS IS BENEATH US.

...THIS ONE IS ACCEPTABLE.

DARLA DEERING, A.K.A. MISS THING.

HEY, DO YOU THINK I COULD HAVE YOUR AUTOGRAPH?

I HAVE NO IDEA WHO THIS IS.

WHAT WAS RICHARDS THINKING?

YOU WERE RIGHT TO CALL, AS YOU OBVIOUSLY NEED ME.

I'LL ***LEAD*** THIS MISSION INTO THE *"MICRO-VERSE."*

UHHHHHHHHHHHHHH...

NO.

WE NEED YOU FOR SOMETHING ELSE.

"WE NEED YOU TO BABYSIT."

GET HIM!

THE FUTURE FOUNDATION.

...WORKING ON MANY PROJECTS, BUT MOSTLY...

I'M SURE HE'LL BE BACK SOON.

THE SPIDER-MAN IS WISE.

MOSTLY WE MOLOIDS AWAIT *THE BEN'S* RETURN.

HE IS NOT AS WISE AS THE BEN.

RICHARDS' COLLECTION OF LITTLE BRATS, SUPPOSEDLY A GROUP OF FORWARD-THINKING GENIUSES TRYING TO CREATE A BETTER FUTURE.

--DESIGNING A SELF-SUSTAINING POWER GENERATOR BASED ON THE KINETIC MOTION OF OCEANIC CURRENTS.

PLUS, WE ARE PRACTICING HUMOR.

KNOCK-KNOCK.

I REFUSE TO PARTICIPATE IN THIS.

BARNACLES!

HA HAHA HAHA!

NO DOUBT THE KIND OF SCHOOL I WOULD HAVE *DOMINATED* AS A CHILD. BUT THIS...

BUT YOU DIDN'T ACCOUNT FOR THE GRAVITATIONAL PULL--

THE ENTIRE EQUATION IS BASED ON AN EXTRA-UNIVERSAL ATTRACTOR! IT NEGATES YOUR ENTIRE ARGUMENT, ALEX!

THIS ACTUALLY SOUNDS NOT MORONIC. WHAT ARE YOU--

ONOME SAYS THAT THE WAKANDANS USE VIBRANIUM TO MAKE *ICE CREAM* THAT DOESN'T MELT.

I THOUGHT EVERYONE DID THIS!

...

IF THIS IS THE FUTURE, I WEEP FOR HUMANITY.

SPIDER-MEN!

GOD, I HATE CHILDREN.

PENNY FOR YOUR THOUGHTS?

...I *LOVE* CHILDREN.

...

SURELY YOU CAN WATCH OVER THEM, DRAGON MAN?

SADLY, MY PACIFIST NATURE PRECLUDES ME FROM BABYSITTING.

I'VE CHECKED IN WITH THE YELLOW GOLLUM CREATURES, THE FISH KIDS, THE ARROGANT GIRL, THE SMUG BOY, AND THE PURPLE AND GREEN BUMPY CHILDREN.

WHAT ARE YOU WORKING ON, *CLONE?*

YOU MAY REFER TO ME AS "LORD BENTLEY."

AND DON'T YOU HAVE *MUGGERS* TO CHASE? MAYBE A PURSE-SNATCHER?

FUNNY.

SNAG

HEY!

HE SOUNDS LIKE *ME* WHEN I WAS HIS AGE. I MIGHT ACTUALLY LIKE THIS ONE.

HMPH. NOT BAD WORK.

A CLEVER DESIGN, IMPRESSIVE, THEORETICAL...

YOU WILL PAY FOR THIS INDIGNITY, DO YOU HEAR ME?!

WHEN I SUBJUGATE THIS WORLD UNDER MY RULE, YOU'LL FIND YOUR NECK BENEATH MY *HEEL!*

13

CHRONAL ENGINE?

...

CAN YOU LET ME DOWN NOW? THIS IS REALLY HURTING MY HEAD.

WHAT ARE YOU GOING TO DO WITH THIS?

SPIDER-MAN?

THE REST OF THE CLASS WAS ASKING IF YOU WANTED TO WORK ON A *PROJECT*, OR GIVE A *LECTURE*... OR YOU KNOW, TELL *STORIES* OR SOMETHING.

AND ARTIE AND LEECH, THEY...WELL, THEY WANTED TO ASK--

THEY WERE OF THE UNDERSTANDING THAT YOU ONCE TOOK THE *AVENGERS ACADEMY* KIDS OUT "*FIGHTING CRIME.*"

GOOD IDEA. GATHER THE INFANTS, BEGIN BRAINSTORMING A WAY TO *ELIMINATE CRIME*. I'LL JOIN YOU SHORTLY.

TRY NOT TO LET ANYONE DIE.

THUD

WAA!

BABYSITTING, INDEED. LANG AND HIS DELUSIONS OF GRANDEUR. AS IF I WOULD EVER STOOP SO LOW.

BUT AS IT HAPPENS, I HAVE *BUSINESS* HERE AT THE BAXTER BUILDING. THE TIMING IS FORTUITOUS.

Baxter Building Vault.

THE FUTURE IS ABOUT TO BEGIN.

EVERYTHING I HAVE PLANNED... MY FUTURE...

220

HMPH. AS OTTO OCTAVIUS, THERE WAS ONLY ONE FUTURE... MY DEATH.

BUT NOW...FUTURE GENERATIONS WILL KNOW ME NOT AS DOCTOR OCTOPUS, BUT AS PETER PARKER AND *SPIDER-MAN*.

A THOUGHT FOR ANOTHER DAY. I MUST FOCUS. ONCE I HAVE WHAT I'M LOOKING FOR, I'LL HEAD TO MY--

HMPH. I'LL HAVE TO LEAVE THE CHILDREN. THEY'LL BE FINE, THOUGH, RIGHT? AFTER ALL, WHAT COULD POSSIBLY--

CHM!?

--HAPPEN?

SPIDER-SENSE? FLARING.

PARKER LUCK...?

IN FULL EFFECT.

DEATH'S HEAD?!

YOU NEED TO DIE NOW, YES?

NOTHING PERSONAL.

DEATH'S HEAD...AT LEAST I THINK IT IS. PARKER ENCOUNTERED SOMETHING SIMILAR ONCE...A ROBOTIC BOUNTY HUNTER FROM THE FUTURE.

THE BETTER QUESTION...WHAT IS IT DOING HERE, TRYING TO KILL ME?

I CAN HEAR THE ALARMS GO OFF THROUGHOUT THE BUILDING.

TIMEJUMP COMPLETED...

ACQUIRING TARGETS...

WAAH!

AND ODDLY ENOUGH, MY FIRST THOUGHT IS OF THE CHILDREN.

PREPARE FOR ERASURE FROM TIME-SPACE!

IS THIS REALLY NECESSARY?

I HATE CHILDREN, BUT SOMETHING IN ME TENSES.

THE THOUGHT OF THEM IN DANGER...

ELIMINATION FROM TIMESTREAM INITIATED!

WARNING! CHRONAL DISPLACEMENT DETECTED! INTRUDER ALERT!

IDENTIFYING ENERGY SIGNATURES... FILE FOUND.

...IT'S UNBEARABLE.

DO YOU KNOW WHO YOU ARE THREATENING?!

SUBJECT IDENTIFIED AS BENTLEY-23.

...OH.

CHOOM

"COUNTERMEASURES INITIATED!"

THROUGHOUT THE BUILDING, IT BEGINS.

ALL THE TECHNOLOGY AT REED RICHARDS' DISPOSAL, UNLEASHED ON THESE INTRUDERS.

ALERT! STASIS FIELD!

COMPENSATING... UNABLE TO COMPENSATE!

--SQUAAAARK!

ERROR! TIME VARIANCE AUTHORITY ISSUE CHRONAL ERASERS...ATOMIC DESTABILIZATION IN PROGRESS!

IZZ!

ANNOYING, YES? DEAL WITH YOU IN A MOMENT, BUG PERSON.

CHOOM! CHOOM!

ZAP!

SHRACK!

ROBOT! YOUR ARTIFICIAL INTELLIGENCE IS LACKING ON BOTH FRONTS! I WILL NOT BE DEALT WITH...

WHATEVER THIS THING IS, IT'S OVERPOWERING THE FANTASTIC FOUR'S DEFENSES.

BUT WHERE REED RICHARDS FAILS...

...I WILL SUCCEED.

...AND SPIDERS ARE NOT *BUGS!*

DEATH'S HEAD.

YOU WERE HIRED TO DEAL WITH ANY RESISTANCE.

HOW DISAPPOINTING.

BY THE ORDER OF THE TIME VARIANCE AUTHORITY, FOR...FUTURE CRIMES AGAINST THE TIME-STREAM...

THE *FUTURE FOUNDATION* MUST BE *ELIMINATED.*

REALLOCATING BUILDING DEFENSES.

ALERTING *AVENGERS.* PROTOCOL--

I DON'T THINK THAT'S NECESSARY.

SQUARK!

BLIP

THE *TIME VARIANCE AUTHORITY.* I'VE READ...PARKER READ ABOUT THEM IN RICHARDS' FILES...

THEY SAFEGUARD THE ENTIRE TIMESTREAM, AS RIDICULOUS AS THAT SOUNDS.

WAIT. SPIDER-MAN...

...IN THIS TIME-FRAME...

STOP! WILL YOU JUST WAIT AND TALK TO US?

WHAT CRIMES ARE THE FUTURE FOUNDATION GUILTY OF?

A MOMENT, PLEASE!

...LET'S SEE AFTER EVENTS OF SPIDER-ISLAND... OCTAVIUS' ATTEMPT TO DESTROY THE EARTH...THE DEATH OF--

SO YOU?

YOU'RE--

HE KNOWS.

HE'S FROM THE FUTURE AND SOMEHOW HE *KNOWS*.

THIS JUST GOT EXPONENTIALLY MORE COMPLICATED.

HRMPH!

THWIP

UHN!

NEGOTIATIONS ENDED!
OBLITERATION BEGINS!
13
AAAH!
I NEED ONE OF THOSE.
SPIDER-MAN?!
WHAT ARE YOU DOING?!
THIS SHOULD HAVE BEEN A CONVERSATION, NOT MORE VIOLENCE.
DON'T QUESTION ME!
GET THE OTHERS TO SAFETY, I'LL DEAL WITH THESE *CRETINS*--
--BEFORE THEY REVEAL TO THE FANTASTIC FOUR'S PROTÉGÉS MY TRUE IDENTITY.
UHN!
IMPOLITE. THIS IS BUSINESS, NOT PERSONAL... YES?
KEEP THINGS PROFESSIONAL, NO NEED FOR NAME CALLING.
ROBOT...
...I HAVE HAD *ENOUGH* OF YOU.

SKZZT

BECAUSE THIS IS VERY PERSONAL.

CLOBBERING TIME.

THE BEN WOULD APPROVE.

MISTER OBORUS? YOU WANTED AN UPDATE ON THE--

HEY, IS THAT SPIDER-MAN? IS HE STILL REALLY--

HRMPH!

THWIP

RRAAH! ENOUGH!

PULL DEATH'S HEAD FROM AN EARLIER POINT IN THE TIMESTREAM... MINUS 425.27!

ANOTHER BOUNTY FOR THE TVA YES? FINE. YOU COULD GIVE ME SOME...

...WARNING?

WHY AM I DEAD?

YOU SHOULD HAVE HEEDED YOUR OWN ADVICE...

DON'T GET PERSONAL.

SPIDER-MAN?

WHAT?

I DON'T THINK YOU'RE HELPING.

PERHAPS WE CAN TRY THE "*TALKING THIS OUT*" STRATEGY NOW. WHAT DO YOU THINK?

...PERHAPS.

YOU. FUTURE PERSON.

YOU SAID THESE CHILDREN COMMITED CRIMES AGAINST THE TIMESTREAM. TELL ME WHAT THEY ARE GOING TO DO, AND I'LL STOP IT.

IS THAT SO, "*SPIDER-MAN*"? DO YOU REALLY IMAGINE THAT YOU'RE A HERO?

TELL ME!

FINE. IN TWO DAYS, A DEVICE CREATED BY THE FUTURE FOUNDATION WILL RIP A HOLE IN SPACE-TIME, PLUNGING THIS ENTIRE TIMELINE INTO THE OUTER-VERSE, CAUSING ***CHRONAL DEVASTATION.***

...

ACCIDENTS HAPPEN.

THE PERSON WHO CREATED THIS DEVICE, THEY DID IT ON *PURPOSE*.

...WHAT?

WHY DOES EVERYONE ALWAYS ASSUME IT WAS ME?

YOU...CLONE. THE PLANS I SAW IN YOUR ROOM... YOU DID THIS.

BENTLEY, WHAT DID YOU DO?

NOTHING! I'VE LITERALLY DONE NOTHING!

BENTLEY...

COME ON! IT WILL BE GLORIOUS!

BENTLEY!

FINE! I WON'T BUILD IT.

WELL?

CHECKING...

...AND, NO. THIS TIMELINE'S FUTURE IS STILL GOING TO BE DESTROYED.

WIPE THEM OUT. ALL OF THEM.

WAIT! JUST... WAIT.

THINK! WHAT WOULD PETER PARKER DO?

PARKER KNOWS THESE CHILDREN, THEY KNOW HIM, THEY LOVE HIM...SURELY...

NO!

THIS BENTLEY IS A *SUPER VILLAIN* IN THE MAKING. A YOUNG ME, SO TO SPEAK.

I KNOW HOW HIS MIND WORKS. AND I KNOW WHAT MOTIVATES HIM.

YOU'RE GOING TO DESTROY THOSE PLANS.

I DON'T HAVE TO LISTEN TO YOU, YOU IMPUDENT--

DESTROY THE PLANS.

OR WHAT?

OR I'LL...

THE BETTER QUESTION IS...

EEP!

...WHAT WOULD DOCTOR OCTOPUS DO?

I PROMISE.

I, UH...WOW. THE EVENT HAS BEEN ELIMINATED.

THE FUTURE IS NOW BACK IN PLACE.

13

CALL OFF YOUR DOGS.

FINE. BUT DON'T THINK FOR ONE SECOND THAT WE'RE NOT WATCHING YOU.

THE FUTURE FOUNDATION IS NO THREAT.

I THINK WE *BOTH* KNOW I'M NOT TALKING ABOUT THE FUTURE FOUNDATION.

WHAM!

CHILDREN.

THEY NEED TO BE HANDLED FIRMLY. THEY LOOK AT ME NOW, NOT WITH LOVE, BUT WITH A NEWFOUND RESPECT.

RESPECT AND FEAR.

Soon.

HEY, GUYS WE'RE BACK. UH... IS EVERYTHING OKAY?

OF COURSE IT IS, LANG.

ISN'T IT, CHILDREN?

YES!

OH, YES! HAIL THE SPIDER!

WHAT THE HELL HAPPENED?

WHAT HAPPENED IS THAT WHILE YOU WERE OUT DILLY-DALLYING, I SAVED THE UNIVERSE FROM THESE CHILDREN, WHO YOU WERE MEANT TO BE WATCHING.

SO NEXT TIME, DON'T TRY TO PAWN YOUR RESPONSIBILITIES OFF ON ME.

I'M OUT OF THE BABYSITTING BUSINESS.

ALEX? ONOME?

WHAT HAPPENED?

IT, UH... WELL...

IT IS COMPLICATED...

I DID NOT!

THE SPIDER-MAN MADE BENTLEY URINATE HIMSELF.

"AND WHAT OF THE FOUNDATION?"

"WHATEVER SPIDER-MAN DID, IT SAVED THE TIMELINE, MR. OBORUS.

"NOT ONLY FROM THE FOUNDATION, BUT FROM THE DEVASTATION THE ELIMINATION OF THE FOUNDATION WOULD CAUSE."

"WHAT ABOUT THE BOUNTY HUNTER?"

"WE LOST TRACK OF HIM WHEN THE TIMELINE READJUSTED.

"THE ANALYSTS ASSUME A CORRECTION WAS MADE, AND DEATH'S HEAD WAS ELIMINATED FROM TIMELINE 616."

THIS IS EARTH, YES?

IF SOMEONE COULD TELL ME THE YEAR, THAT WOULD BE HELPFUL.

NOT CROSS POLICE

6th Avenue, NYC.

THE ONLY OUTSTANDING MATTER IS *SPIDER-MAN.*

WHAT DOES THE FUTURE HOLD FOR HIM?

SEE FOR YOURSELF.

...OH, LORD.

WHY...WHY DON'T WE STOP IT? WE COULD STOP ALL THIS FROM HAPPENING, ALL THE LIVES--

WE CAN'T.

"THE THREAT I MADE TO HIM...I CAN'T BACK IT UP.

Baxter Building Vault.

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"IT'S OUT OF OUR JURISDICTION.

Doctor Octopus's Underwater Lab.

BATTERY PARK

"THE PAIN HE'LL SOON CAUSE, THE LIVES THAT WILL BE DESTROYED...

"WHAT HAPPENS WILL BE *HORRIBLE*, HAVE NO DOUBT ABOUT IT.

"BUT IT'S NOT ABOUT *TIME*.

"IT'S ABOUT SOMETHING FAR MORE *SINISTER*."

WELCOME HOME, SANDMAN.

AAAAHHHHHH!

AVENGING SPIDER-MAN #18

Days Ago.

FAR ROCKAWAY QUEENS

KRAAACK!

NYAAAAH!

HOW...? HOW DID I GET HERE...

THOR! I'M GONNA KILL HIM. I'M GONNA--

KRA-KOOOM!

I KNEW THIS DAY WAS COMING.

...WELCOME BACK, ELECTRO.

THE ENGERY SIGNATURE THAT LED ME HERE IS UNMISTAKABLE...

Now.
MANHATTAN.
MAX DILLON IS NOT THE *SMARTEST* MAN ON EARTH, BUT HE MAY BE ONE OF THE MOST *POWERFUL*.
AS *DOCTOR OCTOPUS*, I WORKED WITH HIM A NUMBER OF TIMES AS PART OF MY "*SINISTER SIX*." AND AN EQUAL NUMBER OF TIMES HE'S EITHER FAILED ME OR BETRAYED ME.
THE MAN CAN TRANSFORM INTO *PURE ELECTRICITY*, A HUMAN LIGHTNING BOLT.
TO THINK WHAT HE COULD ACCOMPLISH IF HE DIDN'T HAVE A CHIP ON HIS SHOULDER THE SIZE OF MANHATTAN.
I'M SURE IT DOESN'T HELP THAT I...HE WAS CONSTANTLY DEFEATED BY SPIDER-MAN.
BUT DURING OUR LAST OUTING AGAINST THE *AVENGERS*, ELECTRO WAS NOT JUST DEFEATED...
HE WAS SHOWN WHAT TRUE POWER IS WHEN HE FACED THE *MIGHTY THOR*, A BEING WHO CAN CONTROL LIGHTNING.
THOR *HUMILIATED* HIM.
SURELY ELECTRO KNOWS BETTER THAN TO TAKE HIM ON AGAIN?

Secret Base Of A.I.M..

A.K.A. ADVANCED IDEA MECHANICS

SO? CAN YOU DO IT OR NOT?

ONE MOMENT.

YES, MISTER DILLON.

WE CAN HELP YOU KILL THOR.

HAHA HAHAHA HA!

Avengers Tower.

I DON'T THINK YOU'RE TAKING THIS SERIOUSLY...

...YOU ARROGANT OAF!

NO, INDEED I AM NOT. BUT I THANK YOU FOR THIS MOMENT OF *LAUGHTER*, IT WAS MUCH NEEDED AFTER RECENT DAYS.

YOU SHOULDN'T UNDERESTIMATE ELECTRO. HE'S POWERFUL, HE'S MOTIVATED, AND HE WON'T STOP UNTIL--

SPIDER-MAN, PLEASE.

I AM THE *GOD* OF THUNDER.

LIGHTNING, AS ELECTRO LEARNED, OBEYS MY EVERY COMMAND.

I HAVE AS MUCH TO FEAR FROM HIM AS I DO THE RAIN. WHICH IS TO SAY, NOTHING AT ALL.

REMOVE YOUR HAND.

SPIDER-MAN?

YOU KNOW WHAT? THIS WAS A WASTE OF MY TIME. I'M SURE YOU DON'T HAVE ANYTHING TO WORRY ABOUT.

IT'S NOT LIKE THE SINISTER SIX TOOK YOU DOWN OR ANYTHING.

OH, WAIT.

YOU'RE PROBABLY RIGHT...

...YOU'VE GOT NOTHING TO WORRY ABOUT WITH ELECTRO.

GOOD LUCK, HAMMER HEAD.

Peter Parker's Apartment.

GOD OF THUNDER.

MOUTH BREATHING, MUSCLE-BOUND, REMNANT OF A DEAD CIVILIZATION. DOES HE REALIZE WHO HE'S TALKING TO?!

PERHAPS PARKER ENJOYED CONDESCENSION.

THE FLAT-OUT *ARROGANCE!*

PART OF ME HOPES THAT ELECTRO DOES FIND A WAY TO TAKE HIS REVENGE, JUST SO I CAN WATCH.

I'VE TAPPED INTO ENOUGH OF THE PLANET'S WEATHER SATELLITES THAT I SHOULD BE ABLE TO IDENTIFY ELECTRO'S ENERGY SIGNATURE ANYWHERE IN THE WORLD.

IF HE EXPENDS ENOUGH ENERGY, I SHOULD BE ABLE TO...TO...

TO WHAT?

THERE.

THOSE COORDINATES... I KNOW THEM.

DILLON, YOU FOOL...

"...WHAT HAVE YOU DONE?"

LET'S DO THIS!

ELECTRO, YOU NEED TO BE AWARE... SUCH A RADICAL CHANGE ON A SUBATOMIC LEVEL COULD HAVE *SEVERE* CONSEQUENCES.

THIS PROCESS WILL CONVERT YOUR ENERGY FORM FROM *ELECTRONS* TO *PROTONS*, THE SAME AS DURING A MASSIVE DISCHARGE OF LIGHTNING. GAMMA RADIATION, WAVES OF PROTONS...

WILL I BE ABLE TO KILL THOR?

YES, THEORETICALLY, BUT--

HE'S TRYING TO TELL YOU THAT THE PROCESS COULD KILL *YOU* AS WELL.

WHATEVER.

AS LONG AS I TAKE HIM WITH ME.

$E=\frac{1}{2}K+X^2$

$K=\frac{1}{2}M-V^2$

$F=\frac{GM+1M^2}{R^2}$

$M=2K+R^2$

HEY! THAT'S TOTALLY RIGHT!

OF COURSE IT IS.

THE *ADVANCED IDEA MECHANICS*...A CARTEL OF *SCIENTISTS* DEDICATED TO WORLD DOMINATION. THEY'VE DONE SOME COMPETENT WORK, BUT THEIR MINDS ARE *NOTHING* COMPARED TO MINE.

ELECTRO HAS WORKED WITH A.I.M. IN THE PAST, WHAT HE'S DOING HERE NOW, THOUGH...

HIS NEED FOR POWER IS FUELED BY HIS *INFERIORITY COMPLEX*. IF HE'S LITERALLY MADE A DEAL WITH THESE DEVILS...

...THE QUESTION BECOMES, AT WHAT COST?

ELECTRO!

AH.

THERE YOU ARE.

NNNYEAARGHH!

DEAR GOD.

IT'S...IT'S A QUANTUM FIELD GENERATOR.

THAT'S...THAT'S ACTUALLY QUITE IMPRESSIVE. BUT WHY WOULD--?

OH, NO.

KRA-KOOOOM!

THOOOOR!

WELL...

...AT LEAST I KNOW WHERE HE'S GOING.

McManus' Irish Pub.
NEW YORK CITY
Toilets
HOORAAAAY!
--AND ONCE I'D REMOVED THE CREATURE'S HEAD FROM ITS NECK...
...VICTORY WAS OURS!
INN KEEPER--!
ANOTHER!
KSHH!
AND THEN I'LL TELL YOU THE TALE OF MY DEFEAT OF THE MIDGARD--
THOR!
SPIDER-MAN?
I TRACKED YOU DOWN WITH YOUR AVENGERS ID CARD...YOU HAVE TO GET OUT OF HERE.
AND WHY IS THAT?
ELECTRO'S COMING. HE'S COMING AFTER YOU.
AND?
YOU HAVE TO LISTEN TO ME! HE'S UNDERGONE A *QUANTUM CONVERSION*, IF MY ANALYSIS IS RIGHT--
YOUR ANALYSIS, SPIDER-MAN, MEANS NOTHING. BECAUSE *ELECTRO* MEANS NOTHING.
NOW RUN ALONG. I HAVE BETTER THINGS TO DO THAN LISTEN TO YOUR BLEATING--

TO BE FAIR...

...I WARNED HIM.

MYEAAARGH!

KRA-BOOOM!

THAT LOOKS PAINFUL. THANK YOU, SPIDER-SENSE.

HOW... HOW IS THIS-- BRRAA!

HOW DO YOU LIKE ME NOW?!

QUITE A BIT, ACTUALLY. ASIDE FROM ALMOST DYING BY HIS HAND, I'M ACTUALLY ALMOST...PROUD.

HAD HE ONLY SHOWN THIS KIND OF INITIATIVE WORKING WITH THE *SINISTER* SIX...

YOU *LAUGHED* AT ME. YOU TREATED ME LIKE I WAS *NOTHING!*

BUT NOW... NOW YOU'LL SEE.

I AM **ELECTRO!**

AND I AM YOUR DEATH!

I HAVE HAD *ENOUGH!*

I CAST YOU OUT BEFORE, VILLAIN, I SHALL DO SO--

BECAUSE I'M NOT GOING ANYWHERE.

BUT YOU ARE.

HE DID IT. A.I.M. DID IT, RATHER. FROM WHAT I CAN TELL, THEY FOUND A WAY TO CREATE AN *ANTI-MATTER* VERSION OF ELECTRO--

OH, NO. THEY FOUND A WAY TO KILL US ALL, THE IDIOTS.

ELECTRO, STOP! WHAT A.I.M. DID TO YOU, IT'S DANGEROUS! YOU HAVE TO LET ME--

--AGAIN?

THIS IS NOT POSSIBLE...

WHAT'S THE MATTER, BLONDIE? MAGIC TRICKS NOT WORKING?

THERE'S ONLY ONE THING I NEED TO DO AT THE MOMENT, SPIDER-MAN.

AND WHEN I'M DONE, YOU'RE NEXT.

SHRACK!

CRASH!

NO ONE LISTENS.

NOT ELECTRO...

YOU WISH TO HAVE POWER, MORTAL? IS THAT IT?

THEN I SHALL SHOW YOU POWER.

I SHALL SHOW YOU *TRUE* LIGHTNING.

...AND CERTAINLY NOT THOR.

NO!

HAVE YOU LOST YOUR MIND?

YOU CAN'T FIGHT HIM, NOT LIKE THIS!

LET GO OF ME, OR--

UHNN!

SHRAK

LISTEN TO ME! HE'S BEEN TURNED INTO AN ANTI-MATTER VERSION OF HIMSELF!

IF HE TAKES A DIRECT HIT OF ELECTRICITY, THERE'S A CHANCE THE PROTONS AND ELECTRONS WILL COLLIDE, CAUSING--

--ANNIHILATION.

HMPH. FOR A VIKING, HE KNOWS HIS NUCLEAR PHYSICS.

WHAT HE DOES NOW IS MY RESPONSIBILITY.

DAMN YOU, PARKER.

THE LAB THAT DID THIS TO HIM, I WAS THERE. I DEALT WITH THE MEN WHO DID IT, AND TOOK A FEW COMPONENTS FROM THEIR LAB.

I NEED *TIME.*

IF HE WERE TO EXPLODE, HOW MUCH ENERGY WOULD BE RELEASED?

ENOUGH TO WIPE OUT NEW YORK.

THE ENTIRE CITY?

STATE. NEW YORK *STATE.*

THAT'S IT, RUN!

THEN TIME YOU SHALL HAVE.

THIS COULD THEORETICALLY BE MY FAULT, AS I AM THE ONE THAT UNLEASHED HIM AGAINST THOR IN THE FIRST PLACE.

NO MATTER WHERE YOU GO, I CAN FIND YOU, THOR! I CAN FEEL YOU...THE ELECTRICITY COURSING THROUGH YOU...

I OWN YOU!

YOU ARE A SCIENTIST, ARE YOU NOT? DO YOU HAVE A WAY TO DEAL WITH THIS?

IN TRUTH... I REQUIRE A DAY, TWO MAYBE.

INSTEAD, I HAVE *MINUTES* TO RIG A FIELD VERSION OF A.I.M.'S Q-FIELD GENERATOR.

MINUTES, UNTIL THOR *DIES*, OR THE SHEER INTERACTION BETWEEN THE TWO UNLEASHES AN ANTI-MATTER EXPLOSION THAT WILL KILL MILLIONS.

THOR! HAD HE JUST LISTENED TO ME!

UNTHINKING BRUTE, TO THINK THAT HE CLAIMS TO BE A PRINCE OR KING OR WHATEVER! IN THE END, JUST ANOTHER CAPED FOOL.

NO!

NO MAN COULD WITHSTAND THIS.

AND YET, HE TAKES IT.

OVER AND OVER, ELECTRO RAINS DOWN PAIN THAT I CANNOT EVEN IMAGINE...

...AND THOR STANDS HIS GROUND.

HE'S SACRIFICING HIS LIFE TO BUY ME TIME.

I CALLED HIM ARROGANT, BUT HE'D DIE TO SAVE THESE LIVES.

HMM.

YES!

MY GENIUS AMAZES EVEN ME.

THOR! YOU WANTED TO BLAST ELECTRO?! NOW'S YOUR CHANCE!

YOU SAID IT WOULD CAUSE--

FOR ASGARD! YOU FOOL!

SO BE IT.

ELECTRO! PREPARE YOURSELF!

COME ON! COME ON!

AND IN THAT FLASH OF LIGHT, I EXPERIENCE DOUBT.

IF I'M WRONG, I JUST KILLED MILLIONS OF PEOPLE, LEAST OF ALL MYSELF.

BUT THOR TRUSTED ME.

A GOD PUT HIS LIFE IN MY HANDS.

WOOO

...IF IT WERE NOT SO *APPROPRIATE.*

HNNN...

THOR...

...I'VE GOT YOU.

IF ALL OF THIS DID NOT PROVE THAT I AM THOR'S *BETTER!*

WHAT...WHAT HAPPENED? WE LIVE...

AT THE POINT OF ANNIHILATION, I WAS ABLE TO REDIRECT THE ENERGY WITH A.I.M.'S GENERATOR.

I SUSPECT IT WAS QUITE A SHOW FROM SPACE.

AND ELECTRO?

HIS ENERGY FORM'S PROTONS WERE DESTROYED. ANY ELECTRONS THAT SURVIVED DISPERSED.

HMPH. VILLAIN OR NOT, ELECTRO WAS A WORTHY FOE. YET YOU SPEAK OF HIM AS IF HE WERE A PROBLEM TO BE SOLVED.

I SHOULD HAVE HEEDED YOUR WARNING, SPIDER-MAN...IT WILL NOT HAPPEN AGAIN. BUT YOUR MANNER IS DISRESPECTFUL.

I UNDERESTIMATED THOR.

I SAW HIM AS NOTHING MORE THAN AN ARROGANT, BRUTISH FOOL.

AND THOUGH THAT'S ALL TRUE...

...HE WAS WILLING TO SACRIFICE HIMSELF FOR THE PEOPLE HE PROTECTS.

Doc Ock's Underwater Lab.
BATTERY PARK

WHAT AM I WILLING TO DO?

THE DAY WILL COME WHEN I WILL HAVE TO ASK MYSELF THAT QUESTION.

HOW FAR AM I WILLING TO GO...

...TO GET WHAT I WANT?

AVENGING SPIDER-MAN #19
"BAD DREAMS"

"WAKE UP."

HNN... WHAT...?

WHAT HAPPENED? WHERE--

WHERE AM I?

I WAS ASLEEP. I DON'T REMEMBER FALLING ASLEEP.

I CERTAINLY DON'T REMEMBER FALLING ASLEEP IN THE *MIDDLE* OF THE STREET. I DON'T REMEMBER...

SOMETHING IS VERY WRONG HERE.

I KNOW THIS PLACE. WHY DO I KNOW THIS PLACE?

PLEASE... SOMEBODY...

EH?

...HELP ME.

I CAN'T FIND MY GLASSES. I HAVE TO FIND THEM, I CAN'T LOSE THEM AGAIN...

GLASSES ARE EXPENSIVE.

THIS IS SCHENECTADY.

THIS IS NEW YORK!

THIS IS WHERE I GREW UP.

COME BACK INSIDE, OTTO. YOU'RE GOING TO GET *HURT* OUT THERE.

YOU KNOW HOW FRAGILE YOU ARE.

GIVE IT BACK!

GIVE ME MY BODY BACK!

MAY? MAY PARKER?

OCTAVIUS!

I WON'T LET YOU DO THIS!

PETER PARKER?!

NO...THIS ISN'T REAL. THIS *CAN'T* BE REAL!

EH?

YOU HAVE TO RUN. HE'S COMING.

WHO?

HE'S GOING TO HURT US!

NO...NOT NOW...

WHAT IS HAPPENING HERE?!

I LOOK UP AT IT AND REALIZE THAT I'M *AFRAID*.

IT MAKES NO SENSE. I'VE SEEN MONSTERS BEFORE...PARKER HAS SEEN HORRORS...BUT THIS CREATURE...

I'VE NEVER BEEN MORE SCARED. THE FEAR TAKES ME, I CAN'T EVEN *MOVE*.

NO!

CHOOOM!

I DON'T UNDERSTAND, WHICH ONLY SERVES TO FUEL THE FEAR THAT'S ALREADY GRIPPING ME.

HOW CAN THIS BE HAPPENING?

HOW CAN THIS BE *REAL*?

I KNOW THAT I CAN'T FIGHT THIS. I CAN'T *BEAT* THIS. I HAVE TO RUN.

I HAVE TO ESCAPE!

IT'S LIKE SOME KIND OF *NIGHTMARE*...

ALL I WANT TO DO IS--

New York City.
THE REAL WORLD.

WAKE UP!

OR I WILL *WAKE* YOU UP.

NO!

RUN!

RRRR-

-MMBBLEE!

NO... WHAT HAVE I DONE?

MY *WARP GAZE* HAS COMPROMISED THIS STRUCTURE...

AAAHH!

MOVE, MORTALS!

UHN!

KRK!

THIS IS NOT--

THIS IS NOT *YOU*, SPIDER-MAN--!

=HNF=

YOU ARE NOT IN CONTROL OF YOUR ACTIONS!

AAH!

CAN YOU HEAR ME?

YOU MUST *FIGHT* THIS!

[illegible]

The Mindscape.

NO MATTER WHERE I GO, WHICH DIRECTION I TURN, THE *CREATURE* IS THERE.

I CANNOT ESCAPE IT.

THIS IS INSANITY! THE FEAR THAT GRIPS ME... IT IS FOR LESSER MEN!

I AM OTTO OCTAVIUS, AND I WILL NOT COWER LIKE SOME CHILD!

FALL BEFORE THE MIGHT OF--!

IT'S IN MID-LEAP THAT I REALIZE I'M WRONG.

THE FEAR GRIPS ME TIGHTER THAN EVER.

CAN'T MOVE. CAN'T THINK...

"EVERYTHING IS GOING TO BE OKAY."

I SAID THIS TO THE CHILD, AS WE RAN. IT'S SOMETHING I...SOMETHING.

BUT IT'S NEVER TRUE.

OTTO...

IT KNOWS. IT KNOWS WHO I AM.

HOW COULD YOU LOSE YOUR GLASSES AGAIN?

HOW COULD YOU BE SO STUPID?!

FATHER?

WHY ARE YOU SO WEAK?!

MY FATHER IS DEAD, HOW CAN THIS BE...HOW CAN THIS BE HAPPENING? I--

HE'S GONE.

THE CHILD.

HE HAD LOST HIS GLASSES AGAIN. HE COULDN'T *FIND* THEM.

THE CHILD...I RECOGNIZED HIM...

HE'S ME.

THIS WAS A LIFETIME AGO, I DON'T UNDERSTAND...

THE KIDS AT SCHOOL, THEY CRUSHED MY GLASSES.

FATHER GETS SO ANGRY.

YOU LOOK AT ME WHEN I'M TALKING TO YOU, BOY.

YOU NEED TO LEARN TO FIGHT LIKE A *MAN*.

UHN!

STOP STOPSTOP PLEASE...

PLEASE, SOMEBODY, MAKE THIS *STOP*--

GET AWAY FROM HIM!

WHO--?

YOU'RE SPIDER-MAN, RIGHT?

YOU CAN CALL ME *SLEEPWALKER.*

I'M HERE TO HELP.

HSSS!

YOU DO NOT BELONG IN THAT BODY!

SKREEEEEE!

YOU DO NOT BELONG IN THIS *WORLD!*

AND I WILL SEE YOU EXORCISED FROM BOTH.

THE LAST SLEEPWALKER...

YOU DON'T EVEN KNOW, DO YOU? THE REACH OF THE NIGHTMARE REALMS SPREAD... THIS ONE, HIS MIND HAS SUCH FEARS... HIS BODY HAS SUCH POWER...

...AND I WILL NOT LET GO!

YOUR MINDSCAPE IS SHIFTING AGAIN.
HN!
ARE YOU OKAY?
NO. PERHAPS MORE IDIOTIC QUESTIONS WILL HELP.
WHOA. I'M JUST TRYING TO HELP.
DO YOU REALLY EXPECT ME TO BELIEVE THAT WE'RE INSIDE MY MIND, IN SOME DREAM? AND A "DREAM MONSTER" HAS TAKEN POSSESSION OF ME?
WHEN I FALL ASLEEP, AN ALIEN BEING EMERGES FROM MY DREAMS AND FIGHTS CRIME. SO, YEAH...I EXPECT YOU TO BELIEVE THIS.
WHAT'S THE LAST THING YOU REMEMBER?
THERE WERE SCREAMS.
I WAS ON PATROL, WHEN I SAW IT.
LIKE SCARED SHEEP, THEY RAN...SOMETHING WAS HAPPENING IN THE SUBWAY TUNNELS.
I FOUND A MAN, STANDING THERE...EVERYONE WAS ASLEEP, HE WAS GOING TO KILL THEM ALL...
THE LOOK IN HIS EYES...MADNESS.
MADNESS, BUT SOMETHING MORE.
EVERYTHING WENT BLACK...

YEAH, THAT "SOMETHING MORE" IS WHAT WE CALL A *FEAR-WORM*, A NASTY OTHER-DIMENSIONAL PARASITE.

WONDERFUL.

HEY, I DON'T WANT TO GET IN YOUR BUSINESS...BUT WHAT'S WITH ALL THE DOCTOR OCTOPUS IMAGERY?

WHAT ARE YOU TALKING AB--

AH.

IS THIS A RADIATION LAB?

...MAYBE.

DOCTOR OCTOPUS WAS ONE OF THE GREATEST GENIUSES...

THE FAT GUY WITH THE ARMS, RIGHT?

--GREAT *MAN* WHO NEARLY DEFEATED ME BEFORE HE DIED IN BATTLE. WITH ME.

GET DOWN!

I SUPPOSE I STILL HARBOR SOME GUILT FOR FAILING TO...SAVE HIM. THUS THE DREAMS.

IF YOU SAY SO, I--

UH-OH.

WHERE ARE YOUR GLASSES?!

AAH!

UHN!

I KNOW. I KNOW THIS CREATURE, THIS WORM...IS USING MY DEEPEST, DARKEST THOUGHTS AND FEARS AGAINST ME.

I KNOW THIS IS ALL IN MY HEAD.

BUT I AM HELPLESS AGAINST IT.

I KNOW I AM SUPERIOR TO MY DRUNKEN, STUPID, FAILURE OF A FATHER IN EVERY WAY.

BUT THE SIGHT OF HIM REDUCES DOCTOR OCTOPUS TO A SNIVELING CHILD, LIVING IN FEAR OF HIS BELT, THE RING ON HIS FINGER.

ONE OF THE MOST FEARED SUPER VILLAINS ON THE PLANET, AND IT MAKES NO DIFFERENCE.

NOT AGAINST HIM.

SPIDER-MAN!

AGAINST THIS, OTTO OCTAVIUS IS NOTHING.

AGAINST THIS...

--WHAT? WHAT IS HAPPENING?!

WHY CAN I NOT *KILL* YOU?!

...THERE IS NO WAY TO FIGHT BACK.

IF IT CONSUMES YOUR PSYCHE...

...THE WORM WILL GAIN PERMANENT CONTROL OF YOUR BODY!

IT WILL USE YOU TO KILL EVERYONE IT SEES!

YOU HAVE TO *BEAT* THIS!

CAN'T MOVE...CAN'T BREATHE...

YOU HAVE TO *FIGHT!*

BUT I CAN'T. I CAN'T FIGHT.

YOU HAVE TO--!

HE'S GONE.

BUT FATHER REMAINS.

OTTO...

MAYBE...MAYBE IT'S BETTER THIS WAY.

BETTER THAT OTTO OCTAVIUS...

...IS DEAD.

URK!

OTTO OCTAVIUS IS *DEAD*.

I AM *SPIDER-MAN* NOW, DO YOU HEAR ME, NORBERT? YOU MAY BE ABLE TO STRIKE FEAR INTO THE HEART OF OCTAVIUS...

...BUT YOU ARE *NOTHING* TO THE *SUPERIOR SPIDER-MAN!*

AND YOU WILL *NEVER* PUT YOUR HANDS ON ME AGAIN, DO YOU HEAR ME?!

YOU WILL NEVER HURT ME *AGAIN!*

EVER!

KK ... HKKK ...

... MERCY ...

NYEAAA!

MERCY?

I THINK NOT.

DIE, WORM.

KAAA

SPIDER-MAN? ARE YOU--

IF YOU ASK...I SWEAR, IF YOU ASK ME IF I'M "OKAY," I WILL HURT YOU.

MY APOLOGIES. THE FEARWORM IS AN ANCIENT CREATURE, LONG THOUGHT DEAD. MY KIND BATTLED THEM MILLENNIA AGO.

WE BEGAN POLICING THE MINDSCAPE FOR JUST SUCH A REASON.

THIS...THIS WAS YOUR RESPONSIBILITY, THEN.

WHAM!

THIS WAS *YOUR* FAULT, FREAK! DO YOU *REALIZE* WHAT I WENT THROUGH?!

YOU DEAL WITH THIS KIND OF THING?

DO A BETTER JOB.

THE ALIEN MUPPET CREATURE APOLOGIZED, AND FLOATED AWAY LIKE SOME KIND OF SICK DREAM.

Later.

BY ITS OWN ACCOUNT, THE VILE CREATURE THAT POSSESSED ME NEARLY KILLED SLEEPWALKER.

HE BELIEVES THAT I STOPPED IT.

I FOUND THE STRENGTH TO DEFEAT IT, BUT I... I STRUGGLED.

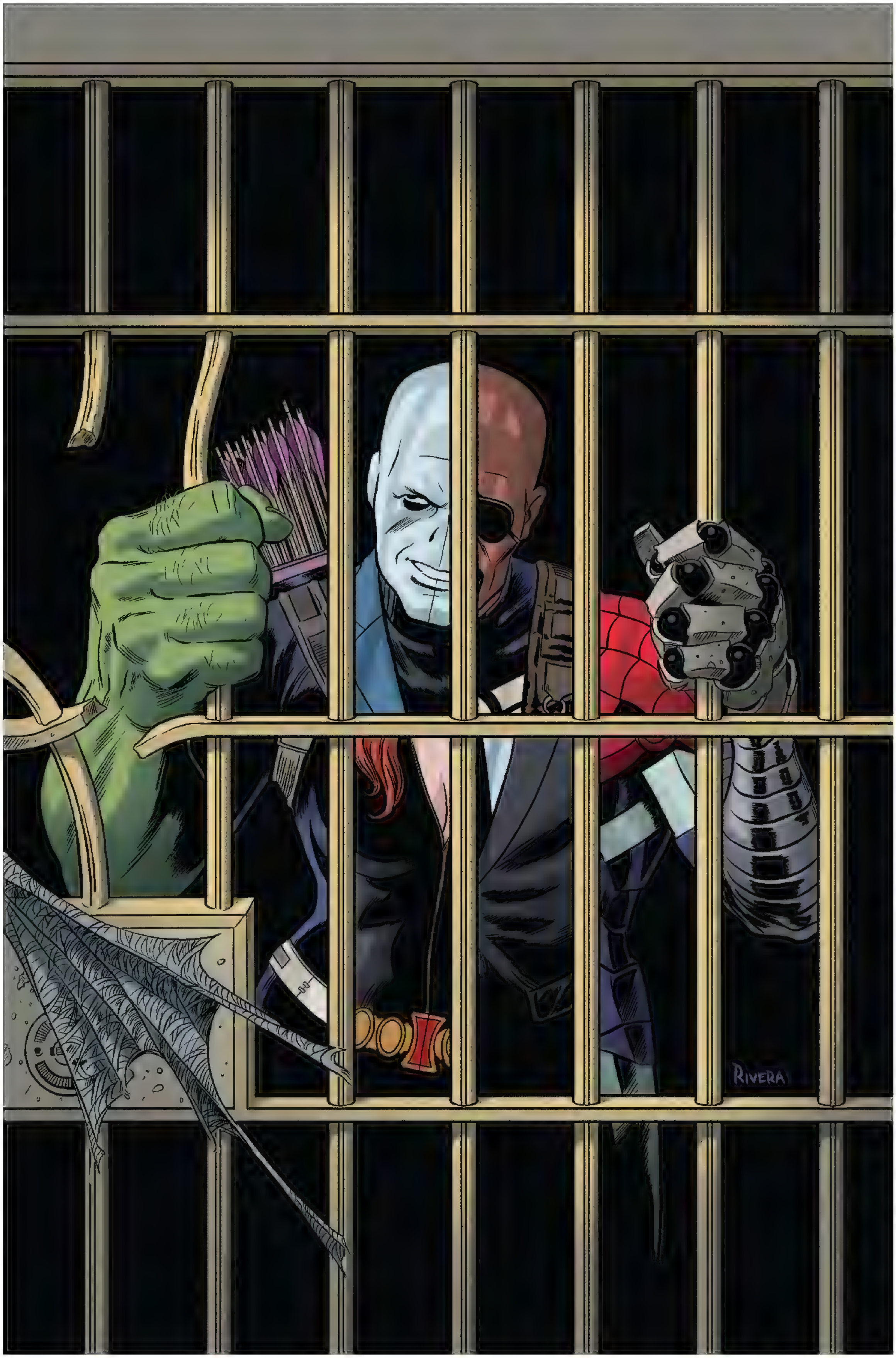
SO IF I DIDN'T STAY THE CREATURE'S HAND... WHAT DID?

ALL OF IT, A DREAM PERHAPS.

GIVE IT BACK!

GIVE ME MY BODY BACK!

BUT SOME OF IT SEEMED SO REAL...



AVENGING SPIDER-MAN #20
"THE CHAMELEON SANCTION" PART 1

Moscow.

〈YOUR TARGET IS THIS MAN...〉

〈DMITRI ANATOLY NIKOLAYEVICH, ALSO KNOWN AS SMERDYAKOV KRAVINOFF, ALSO KNOWN AS...〉*

TRANSLATED FROM RUSSIAN

〈...THE CHAMELEON.〉

〈THE CHAMELEON IS CURRENTLY IN S.H.I.E.L.D. CUSTODY, CAPTURED BY THE BLACK WIDOW AFTER HIS INVOLVEMENT IN A SCHEME TO BLACKMAIL THE WORLD.〉

〈THE CHAMELEON KNOWS SECRETS THAT BELONG ONLY TO THE RUSSIAN PEOPLE. THE KGB WOULD RATHER THOSE SECRETS DIE WITH HIM.〉

〈HE WILL NOT GIVE UP HIS SECRETS WILLINGLY, BUT S.H.I.E.L.D....OVER TIME, THEY COULD BREAK HIM. THAT CANNOT HAPPEN.〉

〈THE CHALLENGES TO THIS...ARE CONSIDERABLE. WHERE HE IS, THE PEOPLE GUARDING HIM...〉

〈...DEATH IS BUT A CERTAINTY.〉

〈MISTER STOVIC.〉

〈YOUR CHAMELEON WILL DIE, AS WILL EVERYONE WHO STANDS IN OUR WAY.〉

〈SAINTS WELCOME DEATH.〉

Upstate New York.
DAYS LATER

ON APPROACH, WEAPONS READY.

"ALL RIGHT, GENTLEMEN, LISTEN UP. WE RECEIVED AN ANONYMOUS TIP ABOUT AN A.I.M. SPLINTER CELL OPERATING ON U.S. SOIL.

"FOR THOSE OF YOU THAT DON'T KNOW, A.I.M. IS A GROUP OF ACTUAL EVIL SCIENTISTS THAT SELL CUTTING EDGE SUPER-SCIENCE TO THE HIGHEST BIDDER, AND OCCASIONALLY TRY AND TAKE OVER THE WORLD.

"AN A.I.M. PRESENCE HERE COULD PUNCH A HOLE IN THEIR NEWFOUND DIPLOMATIC STATUS.

"YOU ARE MISSION GO!"

FURY TO ALL S.H.I.E.L.D. TEAMS, REPORT!

THOOM!

Nick Fury.
AGENT OF S.H.I.E.L.D

ALL TEAMS REPORTING IN... I THINK YOU WERE LATE TO THE PARTY, NICK.

WHAT THE HELL HAPPENED HERE, CHEESE?

THE ENTIRE A.I.M. BASE HAS BEEN COMPROMISED. SOMEONE TORE THROUGH THIS PLACE, EVERYONE IS DOWN... UNCONSCIOUS.

THESE GUYS HAVE WEAPONS AND TECH THAT S.H.I.E.L.D CAN'T EVEN IMAGINE. YOU'RE TELLING ME SOMEONE CAME IN AND BEAT THEM ALL UP?

AND WOULD IT KILL YOU TO CALL ME COULSON?

IT MIGHT.

HANG ON, I'VE GOT MOVEMENT, I'VE GOT--

YOU TOOK LONG ENOUGH.

I NEED TO SEE ACTING DIRECTOR MARIA HILL RIGHT NOW, OR THOUSANDS OF PEOPLE WILL DIE.

COULSON TO FURY, REPEAT. YOU'VE GOT WHAT?

--SPIDER-MAN?

AND SO IT BEGINS!

S.H.I.E.L.D.

THE STRATEGIC HOMELAND INTERVENTION, ENFORCEMENT AND LOGISTICS DIVISION.

THE GREATEST SPIES IN THE WORLD, SECRET AGENTS WHO WORK IN SECRET TO KEEP US ALL SAFE FROM THREATS AND TERRORISTS AND WHATNOT.

THEY ARE *NOTHING* TO ME.

I HAVE THE GREATEST SECRET IN THE WORLD... THAT I, DOCTOR OCTOPUS, AM NOW SPIDER-MAN!

PUTTING MYSELF IN THE HANDS OF THESE SECRET-KEEPERS WOULD ALMOST BE THRILLING IF I THOUGHT THERE WAS AN OUNCE OF INTELLIGENCE TO BE HAD HERE.

WE'LL TOUCH DOWN IN FIVE. ANY CHANCE YOU WANT TO ELABORATE ON THE THREAT A.I.M. IS POSING?

AND WHO ARE YOU AGAIN?

...FURY. NICK FURY.

OF *COURSE* YOU ARE. AND I'M SAMUEL L. JACKSON.

HA HA! THAT WAS FUNNY!

I DON'T HAVE TIME TO DEAL WITH DELUSIONAL UNDERLINGS.

UNDERLING? LOOK, BUDDY, I--

COLONEL FURY...WE'RE ON APPROACH.

WE'LL DEAL WITH YOU ON BOARD.

I LOOK FORWARD TO IT.

JUST AS I LOOK FORWARD TO THIS...

THE GREATEST ESCAPE IN THE HISTORY OF THE WORLD, FROM HERE...

THE S.H.I.E.L.D. HELICARRIER!

FILLED WITH THOUSANDS OF ARMED S.H.I.E.L.D. AGENTS, TECHNOLOGY PROVIDED BY TONY STARK HIMSELF, AN IMPREGNABLE FORTRESS FLOATING A MILE OVER THE EARTH.

AND I, THE SUPERIOR SPIDER-MAN, WILL ESCAPE FROM IT.

JUST AS SOON AS I BREAK IN.

WHY WOULD I LIE?

BECAUSE THAT'S WHAT YOU DO! PROFESSIONALLY! YOU'RE A PROFESSIONAL LIAR, COULSON!

THAT'S HURTFUL. I'M HERE TO HELP YOU, BARTON.

IF IT MATTERS, CLINT...I BELIEVE HIM.

YOU WOULD, NATASHA. THIS IS... THIS IS...

THIS IS *BULL!* I CAN'T BELIEVE THAT IN FIVE MINUTES, I'M NOT GOING TO REMEMBER THIS.

THIS IS WHAT YOU SIGNED UP FOR.

WE'RE WELL AWARE, AGENT COULSON.

IT'S NOT MY FAULT THAT YOU DECIDED TO RUN THROUGH THE STREETS OF RIO IN THE MIDDLE OF THE MISSION.

NAKED.

DECLARING YOURSELF *"KING OF THE CARNIVALE."*

I'M JUST SAYING, THERE'S A CERTAIN FREEDOM WHEN YOU KNOW YOU'RE NOT GOING TO REMEMBER ANYTHING THE NEXT DAY.

THAT'S WHAT THE SURVEILLANCE TRUCKS ARE FOR, YOUR MAJESTY.

YOU'D BETTER BE LYING...IF YOU HAVE VIDEO OF ME, I SWEAR--

I THINK WE CAN ALL AGREE THE IMPORTANT THING IS THAT I CAN BLACKMAIL YOU FOREVER, AND THAT WIDOW AND FURY COMPLETED THE MISSION.

WHERE IS NICK FURY 2.0 ANYWAY?

HE WAS DIVERTED. I'LL DEBRIEF HIM WHEN HE GETS--

--BACK.

AVENGERS.

THAT'S THE LAST THING I NEED.

WHAT PART OF "*DON'T BRING SPIDER-MAN TO THE DEBRIEFING ROOM*" DIDN'T YOU UNDERSTAND?

YOU KNOW I DON'T LISTEN TO YOU WHEN WE'RE NOT IN THE FIELD.

CURSE THEM! THIS COMPLICATES MATTERS.

HAWKEYE. WIDOW.

WHAT ARE YOU DOING HERE?

CLINT BARTON, A.K.A. ***HAWKEYE***. ONE OF THE BEST MARKSMEN ON THE PLANET.

ONE OF THE DIMMEST BULBS IN THE GALAXY, AS WELL.

WHAT ARE ***WE*** DOING HERE? WHAT ARE YOU DOING HERE?

DON'T BE CHILDISH. I ASKED YOU FIRST.

NATASHA ROMANOV, A.K.A. THE ***BLACK WIDOW***. ONE OF THE DEADLIEST ASSASSINS IN THE WORLD.

S.H.I.E.L.D. WANTED A CONSULT ON AN OLD CASE, THEY CALLED ME IN. I WAS WITH CLINT AT THE TIME, HE CAME ALONG.

AND YOU?

I TOOK DOWN A HIVE OF A.I.M. SCIENTISTS.

THOUGHT I'D HAND DELIVER THEM. YOU KNOW, ACTUALLY DOING THINGS INSTEAD OF "*CONSULTING.*"

A CONVENIENT PART OF A MASTERFULLY CONSTRUCTED COVER STORY.

A.I.M. WAS MY TICKET ONBOARD THIS LEVIATHAN.

THEY'LL BE A PERFECT SCAPEGOAT FOR WHAT'S ABOUT TO HAPPEN NEXT.

GO, MY SPIDER-BOTS!

I PROGRAMMED THEM TO MONITOR THE CITY AND SEEK OUT THREATS...

LOCATION: BRIDGE

...BUT IN THIS CASE, I SUPPOSE I AM THE THREAT.

LOCATION: CENTRAL COMPUTER SYSTEMS

THEY INFILTRATE S.H.I.E.L.D. AT MY COMMAND, UNDETECTED BY TONY STARK'S CLUMSY BARGAIN BASEMENT TECHNOLOGY.

LOCATION: SECURITY HUB

THROUGH THEM, I WILL CONTROL EVERYTHING HERE.

LOCATION: HOLDING CELLS

VIA MY LENSES, I WILL SEE THROUGH THEIR EYES.

AND THEY WILL FIND WHO I AM LOOKING FOR.

GOOD AFTERNOON, DMITRI.

OR DO YOU PREFER SMERDYAKOV?

I THINK I LIKE *YOUR* NAME, DOCTOR.

CALL ME WILLIAM.

I...DON'T THINK SO.

LET'S GO WITH DMITRI TODAY. THAT'S YOUR BIRTH NAME, IS IT NOT?

LET'S GO WITH DMITRI TODAY. THAT'S YOUR BIRTH NAME, IS IT NOT?

NO TRICKS, DIRTBAG! AND STEP AWAY FROM THE FIELD!

IT'S ALL RIGHT, AGENT MORENO.

YOU USED MY VOICE. THAT'S VERY IMPRESSIVE, DMITRI. YOU'RE GIFTED.

YOU COULD BE QUITE A HELP TO US.

S.H.I.E.L.D. WANTS MY SECRETS. I KNOW THIS, DOCTOR.

BUT THEY DON'T KNOW WHAT I KNOW. THEY DON'T KNOW THAT I HAVE MORE TO FEAR FROM GIVING UP MY SECRETS THAN I DO FROM S.H.I.E.L.D.

AND WHAT IS IT YOU'RE AFRAID OF, DMITRI?

BEING SEEN.

"<TARGET IN RANGE.>

"<YOUR ORDERS?>"

"<CAN THEY SEE US?>"

"<NO.>"

<CLOAKS ARE AT FULL POWER. NO SIGN THEY'VE DETECTED OUR PRESENCE.>

<SO MUCH FOR AMERICAN TECHNOLOGY.>

<SINNERS, ALL.>

<WHAT NOW?>

<THEIR WEAKNESS WILL REVEAL ITSELF TO US SOON ENOUGH.>

<THEN WHAT SHALL WE DO, GLEB?>

<WE SHALL KILL THEM ALL, BROTHER.>

SOMETIMES I IMPRESS EVEN MYSELF.

HAD I WANTED TO ELIMINATE S.H.I.E.L.D., IT'S PAINFULLY OBVIOUS THAT I COULD ON A WHIM.

IS EVERYTHING ALL RIGHT, SPIDER-MAN?

YEAH, YOU'RE BEING EXTRA CREEPY.

I'M LISTENING. IT'S CLEAR THAT I HAVE SO MUCH TO LEARN FROM THE LOT OF YOU.

I'M JUST SAYING, YOU COULD HAVE *NOT* BROUGHT HIM.

WILL YOU JUST LET IT GO? HE TOOK DOWN AN A.I.M. CELL.

WHICH VIOLATES THEIR DIPLOMATIC IMMUNITY.

THAT WAS SARCASM, WASN'T IT? WE'RE NOT THE ONES WHO BEAT THE CRAP OUT OF JESTER AND WHAT'S HER NAME, THE VIDEO GIRL.

SCREWBALL.

THEY COULD HAVE BEEN A SPLINTER CELL, WORKING OFF RESERVATION.

SPIDER-BOT 221 IS IN POSITION.

GOOD LUCK PROVING THAT.

HANDLE IT, CHEESE.

THANKS, "NICK."

HAVE YOU THOUGHT ANY MORE ABOUT WHAT I SAID? IF YOU EVER NEED TO TALK... ABOUT MASSACRE, ABOUT--

MY LEDGER IS *BLACK*. WHAT I DO, I DO OUT OF RESPONSIBILITY.

JUST... LIKE...

THIS.

WONDERFUL.

WHAT THE HELL--?

GUESSING THIS IS BAD.

CHOOM!

IF BY BAD, HE MEANS *GENIUS*... THEN YES.

FOR PHASE TWO HAS BEEN UNLEASHED!

Maria Hill.
ACTING DIRECTOR OF S.H.I.E.L.D.

SOMEONE TELL ME WHAT'S HAPPENING!

Taskmaster.
MERCENARY FOR HIRE

HMPH. WASN'T ME.

Dr. Bruce Banner.
CONSULTANT

UH-OH.

The Chameleon.
PRISONER

WHAT'S HAPPENING?

RESERVE POWER SHOULD HAVE COME ON BY NOW...

WAIT... THE CELL'S ENERGY FIELD--

<GLEB. PREPARE.>

<FOR OUR ENEMY'S WEAKNESS HAS REVEALED ITSELF.>

EMERGENCY LIGHTING IS KICKING IN.

AND WE'RE NOT FALLING OUT OF THE SKY, I NOTICE.

BECAUSE I WANT YOU DISTRACTED, NOT DEAD. LUCKILY FOR YOU.

HMPH. IT FEELS LIKE I SHOULD MAKE A JOKE HERE.

MAYBE SOMEONE FORGOT TO PAY THEIR ELECTRIC BILL.

NO. THIS IS AN ATTACK.

AVENGERS ID CARD IS BEING BLOCKED.

THAT'S BAD.

...STRANGE. I DIDN'T BLOCK ANY COMMUNICATIONS.

IT DOESN'T MATTER. TIME TO MOVE.

SPIDER-MAN! WHERE ARE YOU GOING?

NERVOUS BLADDER! I'LL BE RIGHT BACK!

YOU'RE STILL ON PROBATION!

AND YOU'RE STILL AN IDIOT.

CHEESE...REMEMBER OUR LAST WEEK IN AFGHANISTAN?

YOU MEAN WHEN EVERYTHING WENT TO HELL?

THAT'S THE ONE. I'M GETTING THE SAME FEELING.

MY SPIDER-SENSE SUDDENLY GOES OFF LIKE A DRILL IN MY HEAD.

THIS DOESN'T MAKE SENSE. I'M THE ONLY THREAT HERE. WHAT COULD POSSIBLY SET--

AH. A SPATIAL RIFT, ACCOMPANIED BY A HOST OF ARMED ATTACKERS.

AND TWO MEN WITH SKULLS FOR FACES.

THAT WOULD PROBABLY BE ENOUGH TO SET OFF MY SPIDER-SENSE.

I HAVE TO ADMIT...

...THIS I DID NOT PLAN FOR.

<KILL THEM ALL.>

BUDDA BUDDA BUDDA!

THEY'RE SPEAKING RUSSIAN! WHY ARE RUSSIANS APPEARING OUT OF THIN AIR ON BOARD--

WILL YOU JUST MOVE!

BLAM! BLAM! BLAM!

<I ABSOLVE YOU.>

AAAHHH--!!

SSS

ON YOUR RIGHT!

I SEE IT.

AAAIEE!

SPAK!

TWO MASKS, THE SKULL HAS A DEATH TOUCH.

WATCH OUT!

UNF!

SHRACK!

<COME, GLEB.>

<WE HAVE WORK TO DO.>

I DON'T HAVE TIME FOR THIS.

THE ODDS THAT THE HELICARRIER WOULD BE ATTACKED IN THE SAME MOMENT THAT I SET MY PLAN INTO MOTION ARE INFINITESIMAL.

EVEN PARKER'S ABYSMAL LUCK COULDN'T ACCOUNT FOR THIS, I--

I FEEL IT BEFORE I SEE IT.

NOT SPIDER-SENSE. SOMETHING ELSE.

DREAD.

CHAMELEON.

THIS... THIS IS MY FAULT.

SPIDER-SENSE AGAIN, BUT I CAN'T MOVE.

THIS IS ***MY FAULT***. MY PLOY TO LIBERATE THE CHAMELEON SHUT DOWN HELICARRIER DEFENSES, IT ALLOWED FOR THE ATTACK.

AND IT ALLOWED CHAMELEON TO DO...TO DO...

MY ENTIRE WORLD COMES CRUMBLING DOWN AROUND ME.

KRAKOOM!

YOU.

MAN OF SPIDERS. YOU ARE IN OUR WAY.

THIS...THIS IS *NOT* MY FAULT.

IT'S *THEIRS.*

RRRAAA!

CRACK!

THEIR INTERFERENCE CAUSED MY PLAN TO GO AWRY.

THEY CAUSED THE CHAMELEON TO ESCAPE, NOT ME.

THWIP

THWIP

NOT *ME.*

I DIED FOR YOUR SINS.

HIS TOUCH... BURNING THROUGH MY MASK...

NO!

THESE TWO DON'T MATTER.

THE ONLY THING THAT MATTERS IS FINDING CHAMELEON.

AND NOTHING WILL STAND IN MY--

OOF!

THE HULK IS STANDING IN MY WAY.

SMASH.

THIS JUST GOT EXPONENTIALLY MORE COMPLICATED.

AVENGING SPIDER-MAN #21
"THE CHAMELEON SANCTION" PART 2

S.H.I.E.L.D. Helicarrier Iliao.

SOMEWHERE OVER THE NORTHEAST UNITED STATES.

SOMEBODY TALK TO ME!

RESERVE POWER IS ONLINE! ENGINES ARE STABLE!

WHAT THE HELL SHUT US DOWN?

DIRECTOR HILL! THIS IS COULSON ON C-DECK! WE'VE GOT HOSTILES ON MULTIPLE LEVELS!

WHO?!

RUSSIAN BY THE LOOK OF THEM, TWO OF THEM WERE ENHANCED, IN COSTUMES.

WIDOW AND HAWKEYE ARE ENGAGING.

SO AM I.

WILL YOU GET OFF THE DAMN RADIO?!

FURY, TOO.

MARIA...WE JUST GOT WORD, THE POWER LOSS WAS VERY SPECIFIC. IT DIDN'T IMPACT THE HOLDING CELLS, BUT THE INTERROGATION ROOMS WENT DOWN.

THE CHAMELEON ESCAPED.

IS IT CONNECTED?

UNKNOWN. OH, AND SPIDER-MAN IS WANDERING AROUND SOMEWHERE.

WONDERFUL.

CAN THIS GET ANY WORSE?

ROOOAAR!

WELL, THIS SOMEHOW GOT WORSE.

THE PLAN WAS TO GET *IN*, GET THE CHAMELEON AND GET *OUT*.

AVENGERS, RUSSIAN ASSASSINS AND THE INCREDIBLE HULK ARE DECIDEDLY *OFF PLAN*.

HEHN!

I DON'T HAVE TIME FOR THIS.

CHAMELEON IS IN HERE SOMEWHERE, NO DOUBT TRYING TO FIND HIS OWN WAY OFF THE HELICARRIER.

IF HE ESCAPES... IF HE KILLS AGAIN...IT'S ON MY--

HMM.

THIS COULD BE A PROBLEM.

THE RUSSIAN'S DEATH GRIP...COULD IT BE ENOUGH TO KILL THE HULK?

AN INTERESTING DILEMMA. DO I SAVE THE HULK'S LIFE? THE BRUTISH MONSTER IS NO HERO, NOT LIKE ME.

THE *MORE* HEROIC THING MIGHT BE TO LET THE CREATURE GET PUT OUT OF ITS MISERY, POTENTIALLY *SAVING* LIVES FROM HIS RAGE.

AH. NEVER MIND.

THE DEBATE HAS JUST BEEN RENDERED MOOT.

MUCH LIKE THAT RUSSIAN'S HEAD.

<BORIS TO TRANSPORT.>

<FIRE ON MY LOCATION. *NOW*.>

TRANSLATED FROM RUSSIAN

AND AT THAT, MY SPIDER-SENSE *EXPLODES*...

THWIP!

...ALONG WITH THE REST OF THE WORLD.

THE HELICARRIER IS BEING FIRED UPON.

MY LENSES ARE GETTING ODD ENERGY READINGS, THEY BEGIN ANALYZING... WHILE I FOCUS ON THE MATTERS AT HAND.

THE SAINTS HOLD ON, THEY WERE PREPARED.

THE HULK...

...WAS LESS PREPARED.

WELL, ON THE BRIGHT SIDE...

...IT *IS* ONE LESS COMPLICATION.

NOW TO DEAL WITH--

SPIDER-SENSE IS MUCH LESS USEFUL WHEN IT'S *ALWAYS* GOING OFF!

YOU HAVE STOOD IN OUR WAY, MAN OF SPIDERS.

WE DELIVER YOU NOW UNTO HEAVEN.

YOUR TURN, HERO.

OOF!

UHN!

CRACK!

WHO--?!

KLANG!

SPIDER-MAN.

NEXT TIME YOU MIGHT WANT TO MOVE, MY DEPTH PERCEPTION ISN'T WHAT IT USED TO BE.

AND WHEN THIS IS OVER, YOU CAN TELL ME WHAT YOU WERE DOING DOWN HERE.

FURY KNOWS SOMETHING IS WRONG.

UHN!

BUT THAT'S A PROBLEM FOR ANOTHER MOMENT.

ANY IDEA WHO THESE PEOPLE ARE?

THESE DISTRACTIONS ARE BUT AN ANNOYANCE.

CHAMELEON IS ALL THAT MATTERS NOW.

I WAS KIND OF HOPING YOU KNEW.

‹GLEB... I HAVE HIM.›

FIRE EVERYTHING!

PAF!

PAF!

PAF!

PAF!

"CONTACT LOST!"

VWWWWWW

ARE YOU @#$% KIDDING ME?!

THEY'VE GOT SOME KIND OF CLOAK...

THANKS FOR THAT UPDATE!

I SWEAR TO GOD, HELICARRIERS BECOME OBSOLETE THE SECOND THAT THEY'RE AIRBORNE. GET ENGINEERING ON IT NOW AND *FIND* THAT SHIP!

COULSON, TALK TO ME. HOW ARE WE DOING?

WELL, I'M NOT DEAD.

SO, BAD THEN.

THAT HURTS, MARIA.

GIVE ME SOME GOOD NEWS.

I THINK I HEARD THE HULK A FEW MINUTES AGO.

NOW YOU'RE JUST MESSING WITH ME.

YOU KNOW ME SO WELL.

ENGAGING HOSTILES NOW, I'LL LET YOU KNOW WHEN IT'S CLEAR.

BLAM! BLAM! BLAM!

UHN!

<WHO ARE YOU?!>

<YOU'LL FIND OUT SOON ENOUGH, TRAITOR. YOU'RE ON THE LIST.>

<I AM ON MANY LISTS. YOU NEED TO BE MORE SPECIFIC.>

ZZRK!

NYEARGH!

GET CLEAR!

EVERYONE, KEEP MOVING!

YOU...

"WIDOW."

<CHAMELEON, YOU KNOW ME.>

<AND I KNOW WHAT YOU WISH TO KEEP HIDDEN.>

<THINGS YOU'VE KEPT-- EVEN FROM THE KRAVINOFF FAMILY.>

...

BLACK WIDOW!

I NEED YOUR HELP!

REPENT!

WHAT--?!

HURK!

AND, BACK TO SQUARE ONE.

WONDERFUL.

UHN!

YOU'RE WELCOME TO FALL DOWN ANYTIME YOU WANT.

DO YOU BELIEVE PAIN CAN STOP US? MY BROTHER AND I WERE ORDAINED BY GOD TO KILL FOR HIM.

YOU ARE NOTHING TO--

EH?

YOU.

OH, DAMN.

THE RUSSIAN, HE SEES SOMEONE...THAT S.H.I.E.L.D. DOCTOR...

...

THAT'S NOT A DOCTOR. THE RUSSIANS, THEY'VE COME FOR THE *CHAMELEON*.

THEY'VE COME TO *KILL* HIM.

OF ALL THE IMPROBABLE-- OF ALL THE DAYS TO--TO--

ARGH!

I HATE THIS PARKER LUCK!

THE CHAMELEON HAS COMMITTED CRIMES AGAINST THE RUSSIAN PEOPLE, AND AGAINST GOD.

HE WILL BURN FOR HIS SINS, AND YOU WOULD SAVE HIM?

THEN YOU WILL BURN AS WE--

THOK!

?

YOU CAME HERE TO KILL THE CHAMELEON?

AND TO THINK I WAS ACTUALLY WORRIED FOR A MINUTE.

TIC TIC BOOM.

BOOM!

WHO WOULD WANT THE CHAMELEON DEAD THIS MUCH?

HE KNOWS SECRETS THAT MANY IN THE RUSSIAN GOVERNMENT WOULD PREFER KEPT THAT WAY.

SO MUCH THAT THEY'D RISK A WAR?

THERE ARE SECRETS, AND THERE ARE SECRETS.

HANG ON... WE'VE GOT INCOMING... A MISSILE...SURFACE TO AIR, COMING IN FAST--

PUNY RUSSIANS.

HULK SMASH!

LORD!

HOLY-- YOU NEVER GET USED TO IT, EITHER.

HONESTLY, I'M MORE IMPRESSED THAT YOU'VE LIVED TO SEE IT MORE THAN ONCE.

NEED TO CREATE SOME SPACE IF I'M GOING TO GET THE CHAMELEON OUT OF HERE.

SSS...

CHAMEEELEEOOOONNN...

UHN!

NYEAAA!

OR AT LEAST, OUT OF HERE ALIVE.

OOF!

THUD!

COME NOW...

...IS THAT ANY WAY TO TREAT A S.H.I.E.L.D. PSYCHOLOGIST?

SHUT UP! YOU KILLED THOSE MEN...

I DIDN'T KILL ANYBODY. BUT YOU SEEM VERY ANGRY, SPIDER-MAN.

WHAM!

TAKE IT OFF!

DO YOU WANT TO TALK ABOUT THIS?

TAKE IT OFF!

SLASH!

UHN!

WHAT HAPPENED TO YOU, CHAMELEON?

YOU NEVER USED TO BE LIKE THIS!

LIKE WHAT?

SPIDER-SENSE... SOMETHING'S COMING.

I THINK "SICK" IS THE WORD YOU'RE LOOKING FOR, SPIDER-MAN.

AND I DON'T LIKE THAT ONE BIT.

NYEARGHH!!

STUPID...LET MYSELF GET DISTRACTED, FORGOT HOW DANGEROUS CHAMELEON CAN BE.

WHY ARE YOU EVEN HERE?

TO CHECK UP ON ME? TO SAVE ME?

YOU *PUT* ME HERE!

YOU... THE OTHERS... YOU'RE MY RESPONSIBILITY...

WHEN YOU'RE NOBODY, YOU'RE RESPONSIBLE FOR *NOTHING*.

MAYBE WHEN I CUT YOUR FACE OFF AND WEAR YOUR SKIN, WHEN I WALK OUT OF HERE WEARING YOUR COSTUME, MAYBE THEN I'LL KNOW WHAT YOU'RE TALKING ABOUT.

MAYBE THEN I'LL--

THERE'S SOMEBODY BEHIND ME, ISN'T THERE?

SINNER.

AAAAHH!

THWIP!

THAT DOES IT.

I'VE HAD ENOUGH OF RUSSIANS TODAY.

I'VE HAD *ENOUGH* OF MY PLANS BEING INTERFERED WITH.

AND I WILL!

NOT!

STAND FOR IT!

ALTHOUGH I DO NOW REGRET BREAKING HIS MASK.

I'M NOT EVEN POSITIVE THIS CREATURE IS *ALIVE*.

HNNN!

HIS TOUCH BURNS...

...BUT SO DOES *MINE*.

THE DIFFERENCE?

WHAM!

I'M THE SUPERIOR SPIDER-MAN.

LOOKS LIKE I OWE YOU MY LIFE.

THAT'S WHERE YOU'RE WRONG, CHAMELEON.

YOUR LIFE IS *MINE* NOW.

UHN!

CRACK!

HMPH.

THIS WAS MUCH SIMPLER WHEN I WAS GOING TO BLAME A.I.M. FOR THE ATTACK AND SMUGGLE CHAMELEON OUT IN AN ESCAPE POD.

I'VE GOT ABOUT A MINUTE BEFORE FURY AND THE AVENGERS CATCH UP TO ME AND--

HELLO, WHAT'S THIS?

I'LL TELL YOU.

THE GREATEST ESCAPE IN THE HISTORY OF THE WORLD!

FREEZE!

NO... NO!

WHAM!

WHAT THE HELL HAPPENED?!

CHAMELEON... HE TOOK HIM. THE ZOMBIE GOT THE DROP ON ME... THEY TELEPORTED OUT.

VT!

WHERE?

THERE'S AN ENERGY SIGNATURE FROM THE TELEPORTATION TECH...

IT'S JUST REAPPEARED ABOUT 100 YARDS OFF YOUR STARBOARD SIDE.

THEIR SHIP.

FURY TO DIRECTOR HILL.

SPIDER-MAN HAS SOMETHING TO TELL YOU.

LOCK IN COORDINATES... ON MY MARK...

"FIRE!"

WELL. THAT MUST HAVE BEEN SOMETHING.

I STILL DON'T BELIEVE IT.

ALL THIS FOR THE *CHAMELEON*?!

WELL, WHATEVER SECRETS HE HAD, THEY JUST WENT UP IN FLAMES WITH HIM.

COME ON, WEB-SLINGER. WE'LL GET YOU PATCHED UP.

I DON'T THINK SO.

I'VE HAD ENOUGH OF YOUR SECRETS AND SPY GAMES FOR ONE DAY.

BESIDES...

"I'VE GOT PEOPLE WAITING FOR ME AT HOME."

AVENGING SPIDER-MAN #22
"PRO-DEATH"

THIS IS MY CITY. I PROTECT IT.

FOR WITH GREAT POWER ETCETERA, ETCETERA.

BUT TODAY... TODAY, MY CITY *BORES* ME.

MY SPIDER-BOTS ARE PROGRAMMED TO FIND THREATS FOR ME TO ELIMINATE.

THIS DOES NOT QUALIFY.

PLEASE. SURELY *THIS* IS BENEATH MY ATTENTION?

THE RESPONSIBILITY NAGS AT ME. I SEND AN IMAGE TO THE POLICE, THEY CAN DEAL WITH SUCH PETTY THEFT.

INSURANCE WILL COVER THAT.

NOW THIS... PURPLE SMOKE BILLOWING FROM A BANK SEEMS INTERESTING, AT LEAST.

FINALLY.

THIS IS A JOB FOR THE *SUPERIOR SPIDER-MAN.*

FEAR NOT, CITIZENS! FOR THE SUPERIOR SPIDER-MAN IS--

KruptBank

--HERE?

EVERYONE SEEMS TO BE LEAVING.

HMPH. WELL, IN ALL FAIRNESS...

...I'M NOT BORED ANYMORE.

IF THIS IS ANOTHER DREAM, I WILL BE *VERY* ANNOYED.

MY SPIDER-SENSE TELLS ME...NOTHING.

THERE'S NO THREAT HERE, BARRING SMOKE INHALATION.

THE SOURCE OF ALL THIS INSANITY?

THERE. PROJECTORS.

THIS TECHNOLOGY... I KNOW IT. THE FIRST TIME I SAW IT, I WAS IMPRESSED BY HOW ADVANCED IT WAS. AND THEN I IMPROVED UPON IT.

BECAUSE THAT'S WHAT YOU DO FOR YOUR *FRIENDS*, RIGHT?

EVEN A LYING, BACKSTABBING, SPINELESS, COWARDLY TRAITOR OF A FRIEND...

...LIKE *MYSTERIO.*

OPEN, VAULT!

I, *MYSTERION,* MASTER OF ILLUSION, COMMAND--

+KAFFK OFFHURFF KOFF+

--YOU!

STUPID +KAF!+ SMOKE, I CAN'T SEE ANY--

UNFF!

YOU HAVE MUCH TO ANSWER FOR, VILLAIN!

START TALKING, BECK!

UHN!

HOW DID YOU ESCAPE THE OTHER UNIVERSE?!

WHAT?

DON'T BELIEVE THAT YOU CAN OUTSMART ME!

EVERY TIME WE'VE FACED EACH OTHER BEFORE WAS *NOTHING* COMPARED TO WHAT YOU'RE ABOUT TO EXPERIENCE!

GET OFF ME!

SPIDER-SENSE TINGLING...

DO YOU REALLY BELIEVE YOUR *PATHETIC* ILLUSIONS ARE A THREAT TO ME?

NO... HE TOLD ME...TOLD ME WHAT TO DO...

KOFKAFHURK!

FWASH!

THE ILLUSION WAS A DISTRACTION...THE GAS...

POISON? NO, STILL ALIVE...AND MYSTERIO NEVER USED POISON GASES...

PAF!

HE'S GETTING AWAY...

MYSTERRRIOOOOO!

BAM!

AAAAHH!

COME ON, PICK UP... PICK UP!

BEEP BEEP BEEP

ANSWER THE PH--

THWAP!

ACK!

NOW, QUENTIN... WHERE WERE WE? AH, YES.

YOU WERE GOING TO BEG FOR YOUR LIFE.

AAAHH!

TALK! WHY DID YOU BETRAY DOCTOR OCTOPUS?! HE WOULD HAVE MADE YOU A *KING!*

NO! PLEASE! I DON'T KNOW WHAT YOU'RE TALKING ABOUT!

COWARD! BETRAYER! I EXPECTED BETTER FROM YOU, BECK!

SKREEE

WHO IS BECK?!

EVEN APART FROM HIS WORDS, IT'S THE CRACK IN HIS VOICE, THE DEMEANOR...

THIS ISN'T QUENTIN BECK.

THIS...ISN'T... *MYSTERIO.*

IMPOSTER!

UHN!

YOU'VE MADE A FATAL MISTAKE!

SLASH!

GAAH!

WHO ARE YOU?! WHERE IS MYSTERIO?

HOW DARE YOU! TO ATTEMPT TO IMPERSONATE ONE OF THE *GREATEST* VILLAINS ON THE PLANET!

THE ARROGANCE!

THOUGHT... THOUGHT YOU SAID HE WAS A COWARD...

THAT IS BESIDE THE POINT!

REGARDLESS OF HIS SHORTCOMINGS, HE WAS A MEMBER OF THE SINISTER SIX! I WILL NOT STAND TO SEE HIS IDENTITY STOLEN BY A TWO-BIT--

CRACK!

WHO DARES--?

I ASSUME THE SHOT WAS INTENDED FOR ME.

BUT WHEN I SEE THE SHOOTER, I KNOW THAT FOR THE SECOND TIME TODAY I AM MISTAKEN.

FRANK CASTLE.

THE *PUNISHER* HAS COME FOR MYSTERIO.

THE BULLET PIERCED NOT-MYSTERIO'S HELMET, NARROWLY MISSING HIS HEAD...WHICH TROUBLES ME FAR LESS THAN THE FACT THAT MY SPIDER-SENSE DIDN'T SENSE IT COMING.

THE GAS MUST HAVE DULLED MY--

WAIT, WHAT IS CASTLE DOING?

MOVE!

FWIP FWIP FWIP FWIP

I'VE HAD DEALINGS WITH CASTLE BEFORE.

UNLIKE THE OTHER COSTUMED HEROES, THE PUNISHER TAKES A MUCH MORE *PRAGMATIC* APPROACH TO STOPPING CRIME...

HE *KILLS* THE CRIMINALS.

AND DESPITE HIM TRYING TO KILL *ME* ONCE...I SEE THE LOGIC OF IT.

STAY DOWN, FOOL!

OH, GOD... THAT'S THE PUNISHER! YOU SAVED ME!

ONLY SO I CAN KILL YOU MYSELF!

HMPH. HE'S QUITE YOUNG. THE LOOK IN HIS EYE, HE'S TERRIFIED.

IT WASN'T SUPPOSED TO BE LIKE THIS...HE SAID... HE SAID THAT SUPER HEROES DON'T KILL...

HE'S GOING TO RUN. HAVE TO--

NO!

BLAST HIS EYES!

HE'S GONE.

BUT FOR THE MOMENT, I TURN MY ATTENTION TO THE ANNOYANCE AT HAND.

PUNISHER.

HE HAS A LONG HISTORY WITH PARKER.

I MUST HANDLE THIS SUBTLY.

PUNISHER!

YOU'VE INTERFERED WITH MY PLANS FOR THE LAST TIME!

AND YOU'RE LETTING HIM GET AWAY.

THAT WAS MY PLAN!

IT WASN'T. BUT HE DOESN'T NEED TO KNOW THAT.

UHN!

SHOULDN'T YOU BE IN A CAGE WITH THE REST OF THE ANIMALS?

I STILL HAVE WORK TO DO.

AND KILLING MYSTERIO IS ON YOUR LIST?

YES. JUST LIKE IT SHOULD HAVE BEEN ON YOURS YEARS AGO.

WHO DO YOU THINK YOU ARE TO JUDGE ME?

NOT JUDGE.

EXECUTE.

BOOM

BOOM

BOOM

BOOM

BOOM

BOOM

HNN!

CASTLE BOOBY-TRAPPED THE ROOF WITH FLASH GRENADES. LENSES COULDN'T ADJUST IN TIME, CAN'T SEE...

DIDN'T REALIZE HOW MUCH I CAME TO RELY ON SPIDER-SENSE.

THAT WAS MY THIRD MISTAKE TODAY.

QUITE POSSIBLY MY LAST.

CRUNCH

HK!

YOUR VISION WILL ADJUST SOON ENOUGH AND I'LL BE GONE, SO LISTEN CLOSELY.

I HEARD THE STORIES ABOUT MASSACRE.

I SAW WHAT YOU DID TO SCREWBALL AND JESTER.

YOU'VE CROSSED A LINE I NEVER THOUGHT *YOU'D* CROSS. WANT SOME ADVICE?

TURN BACK, BEFORE IT CONSUMES YOU.

POMPOUS BUFFOON.

PARKER NEVER HAD THE STOMACH FOR THIS. HE COULD NEVER DO WHAT NEEDED TO BE DONE.

I, ON THE OTHER HAND...

I...

MY TALONS INJECTED "MYSTERIO" WITH NANO-SPIDER-TRACERS. HE CANNOT ESCAPE ME.

36.7km/h

THERE.

48.0km/h

WHAT WAS HE *SAYING* ON THE ROOFTOP... HE WAS TRYING TO *CALL* SOMEONE.

THERE'S THE PUNISHER.

53.3km/h

W40th
W39th
W38th
W37th
5th Ave

107 W38th

SIMPLETON.

CONSUME *ME?*

I AM THE ONE THAT CONSUMES!

DAILY BUGLE

OH GODOH GODOH GOD...

YOU HAVE TO GET ME OUT OF THIS!

GET YOU OUT? THIS IS WHAT YOU WANTED.

THIS IS GOING TO MAKE YOU A RICH MAN.

IT'S GOING TO MAKE ME *DEAD!*

BOTH THE PUNISHER AND SPIDER-MAN ARE TRYING TO *KILL* ME!

WHAT?!

THE IDIOT IS ACTUALLY MAKING A PHONE CALL.

IMPRESSIVE, THOUGH... I CAN'T DESCRAMBLE THE ACTUAL CONVERSATION...

PARK

...BUT I CAN TRACE THE SIGNAL.

43.1Km/h

57.5Km/h

I DON'T NEED TO CHASE MYSTERIO-LITE.

I KNOW EXACTLY WHERE HE'S *GOING.*

SOME MYSTERIOUS BENEFACTOR?

UGH. I SEE THE PUN. PERHAPS THE BAD JOKES ARE GENETIC.

SOMEONE STOLE THIS TECHNOLOGY FROM MYSTERIO.

SOMEONE CREATED THIS NEW IDENTITY FOR, WHAT DID HE CALL HIMSELF? MYSTERI*ON?*

THE RIDDLE WOULD INTRIGUE ME, WERE IT NOT BESMIRCHING THE NAME OF ONE OF MY MINIONS.

...

A.I.M., PERHAPS. NOTHING I CAN'T HAN--

HOBGOBLIN?!

THWIP

SNAG!

YOU'RE RESPONSIBLE FOR THIS "MYSTERION?"

YOU SHOULD VET YOUR PEOPLE MORE THOROUGHLY... HE'S AN EMBARRASSMENT.

BOOM!

AND NOT THE WINGED PRETENDER, EITHER.

EVEN FROM THE WAY HE MOVES, IT'S APPARENT... THIS IS THE ORIGINAL.

LIKE ANY INVESTMENT, THERE'S RISK.

ARGH!

UHN!

HE LED ME RIGHT TO YOU.

ZARK!

REFLEXES AREN'T WHAT THEY USED TO BE?

OR DID THAT "EMBARRASSMENT" SLOW YOU DOWN?

PICKING UP ANOTHER SIGNAL... GOING RIGHT TO HOBGOBLIN.

--GOING TO KILL ME! I CAN'T SHAKE HIM!

I PAID YOU GOOD MONEY FOR THIS GEAR, YOU HAVE TO HELP ME!

YOU'RE RESPONSIBLE FOR THIS, THEN?

YOU STEAL SOMEONE'S IDENTITY AND SELL IT TO THE HIGHEST BIDDER?

MYSTERIO WORKED HARD TO BUILD HIS REPUTATION.

NO REASON TO WASTE IT JUST BECAUSE HE DISAPPEARED.

HIS SMUGNESS GRATES ON ME. HE REALLY THINKS HE'S BETTER THAN EVERYONE. BETTER THAN ***ME***.

TIME TO EDUCATE HIM.

NO!

UHN!

NOW...SHALL WE TALK ABOUT THIS BUSINESS OF YOURS BEFORE I HAND YOU OVER TO S.H.I.E.L.D., OR AFTER?

HAVING YOUR MAN IMPERSONATE MYSTERIO WAS A MISTAKE.

WAS IT? BECAUSE FROM MY POINT OF VIEW, YOU HAVE A DECISION TO MAKE. STAY HERE WITH ME...

...OR STOP THE PUNISHER FROM KILLING "MY MAN," AS YOU CALL HIM.

YOUR CHOICE.

I JUST... I THOUGHT IT'D BE FUN.

BLAM!

AAAAH!

WILL YOU *SHUT UP* ALREADY?!

THE *REAL* MYSTERIO HAD MORE OF A SPINE THAN YOU EVER WILL.

I'M SORRY! I'M SORR--

CRACK!

UHN!

YES, YOU CERTAINLY ARE.

UH-OH.

YOU AND I NEED TO HAVE A TALK, CASTLE.

UHN!

AND I TOLD YOU TO WALK AWAY FROM THIS.

THIS LIFE, IT'S EITHER IN YOU OR IT'S--

CRUNCH

HT.

WHAM

DO YOU REALLY WANT TO SEE WHAT'S *IN* ME?

YOU NEED TO REALIZE THIS.

THE LINE YOU MENTIONED TO ME EARLIER? THE ONE I CROSSED?

THAT LINE WAS THE ONLY THING KEEPING ME FROM KILLING YOU.

I COULD HAVE TAKEN YOU DOWN ANY TIME I WANTED. MAYBE PART OF ME REALIZED THAT WHAT YOU WERE DOING WAS *RIGHT*.

BUT ANY SENSE OF JUSTICE, ANY SENSE OF *PITY* I HAD FOR YOU...AS OF RIGHT NOW, IT'S GONE.

HERE'S YOUR NEW REALITY, "*FRANK*." YOU DON'T GET IN MY WAY, I WON'T GET IN YOURS.

UNDERSTAND?

PUNISHER WAR JOURNAL ENTRY #22173.

WHATEVER IT WAS THAT CHANGED SPIDER-MAN'S WORLDVIEW ON DEALING WITH CRIMINALS...

...I APPROVE. WHICH IS SOMETHING THAT BEFORE NOW, HE WOULD NEVER WANT. AND IF HE GOES TOO FAR OVER THE EDGE?

I'LL BE WAITING.

HOBGOBLIN WAS GONE BY THE TIME I RETURNED. THAT'S ON THE PUNISHER'S HEAD.

BUT THIS BUSINESS HE SPOKE OF...REPLACING VILLAINS...IT WILL HAVE TO BE DEALT WITH. HARSHLY.

FOR WEEKS NOW, I'VE TAKEN THE MEASURE OF SPIDER-MAN'S FRIENDS AND FOES.

THE AVENGERS, THE X-MEN, THE FANTASTIC FOUR...I AM SUPERIOR TO THEM ALL.

BUT IT'S NOT ENOUGH.

IT'S TIME TO GO TO THE NEXT LEVEL.

SUPERIOR SPIDER-MAN TEAM-UP #1
"A DAY IN SOMEONE ELSE'S LIFE"

New York City.
12:37 A.M.
AAIIEE!
PLEASE... TAKE MY WALLET, JUST DON'T HURT US...
YOU THINK WE WANT YOUR MONEY? WE *HAVE* MONEY. WHAT WE WANT IS PEOPLE TO KNOW THAT THIS IS *OUR* CITY.
AND WE DO THAT BY HURTING YOU.
YOU THINK THIS CITY BELONGS TO YOU?
SHRACK!
UHN!
YOU'RE WRONG.
YOU BELONG TO US.
YOU BELONG TO CLOAK AND DAGGER.
I NEED TO FEED...I FEEL THEIR LIGHT, I NEED--
...

WHAT THE--?!
SPIDER-MAN?!
RUN!
SPIDER-MAN, WE HAD THIS UNDER CONTROL.
THERE WAS NO NEED TO--
KRACK!

Chicote's
HELL'S KITCHEN
NYC

Hell's Kitchen.
4:12 A.M.

"YOU KNEW WHAT YOU WERE GETTING INTO WHEN YOU SIGNED UP FOR THIS!"

YES, HONEY, I ALWAYS SMELL LIKE FISH! THAT'S WHAT I DO, DELIVER FISH!

NO, I-- IT'S NOT-- WHAT?

BECAUSE THAT'S WHAT TIME THEY NEED IT!

HA HA HA!

KRSH!

?

WATCH OUT!

MOVE!

VINCE? ARE YOU STILL THERE?

WHAT'S SO AMAZING THAT YOU CAN'T PAY ATTENTION TO ME?

UNH!

--CITY WAKING UP TO REPORTS OF A ONE-MAN WAR AGAINST THE CITY'S SUPER HEROES.

A WAR BEING WAGED BY SPIDER-MAN.

--EVERYONE THOUGHT HE WAS COMING TO HELP, BUT THEN HE JUST ATTACKED THE GIRL IN BLACK--

--VIDEO OF SPIDER-MAN ATTACKING DAREDEVIL IN HELL'S KITCHEN, CAUGHT BY A LOCAL FISHMONGER--

"He just attacked the girl in black"

GOOD MORNING, CAPTAIN.

I WISH IT WAS, JARVIS.

WE PUT SPIDER-MAN ON ***PROBATION*** WITH THE AVENGERS AFTER SOME RECENT... BEHAVIOR.

IT LOOKS LIKE WE DIDN'T GO FAR ENOUGH.

SHALL I SEND OUT THE CALL, SIR?

YEAH.

AVENGERS ASSEMBLE.

STARK

"THIS IS CAPTAIN AMERICA TO ALL AVENGERS...

"HERE'S WHAT WE KNOW...

Avengers Tower.

5:07 A.M.

"FOR WEEKS, WE'VE BEEN NOTICING A CHANGE IN ATTITUDE WITHIN SPIDER-MAN. HE'S BECOME BELLIGERENT, ARROGANT... EVEN ANTAGONISTIC.

"HE'S HAD UNUSUALLY NEGATIVE RUN-INS WITH THE X-MEN, THE FANTASTIC FOUR, EVEN THOR.

"BUT THEN, THINGS ESCALATED. AFTER TROUBLING RUMORS ABOUT THE DEATH OF THE SUPER VILLAIN NAMED *MASSACRE* AT SPIDER-MAN'S HANDS...

"...SPIDER-MAN WAS CAPTURED ON FILM SAVAGELY BEATING TWO FAIRLY HARMLESS PRANKSTERS NAMED SCREWBALL AND JESTER.

"THE AVENGERS BROUGHT SPIDER-MAN IN FOR QUESTIONING, AT WHICH POINT HE ENGAGED US. WE WERE ABLE TO CONFIRM THAT IT WAS INDEED SPIDER-MAN WE WERE DEALING WITH...

"...BUT THERE WAS NO DOUBT THAT SOMETHING HAS CHANGED. BLACK WIDOW BELIEVES HE'S HAVING A HARD TIME DEALING WITH THE RECENT DEATH OF AN ALLY.

"AND FINALLY, THE EVENTS IN SHADOWLAND ARE FORCING US TO LOOK AT SPIDER-MAN AND HOW HE OPERATES IN A WHOLE NEW LIGHT.*

"SO THE MISSION IS CLEAR...

CAN'T REMEMBER THIS ONE SPIDEY-NERDS? IT JUST HAPPENED IN SUPERIOR SPIDER-MAN #14! READ IT ALREADY! --SANA "SCHOOLED YOU" AMANAT

"...WE HAVE TO TAKE DOWN *SPIDER-MAN.*

Manhattan.

6:14 A.M.

"...BEFORE ANOTHER LINE IS CROSSED."

Gravity.
6:24 A.M.

...
...
WAAAA!

SPIDER-MAN?

7:42 A.M.

Power Man
And Iron Fist.

8:39 A.M.

Sun Girl.

9:50 A.M.

Moon Knight.

10:25 A.M.

Doctor
Strange.

The Baxter Building.

HOME OF THE FANTASTIC FOUR AND FUTURE FOUNDATION. 11:46 A.M.

HE'S COME TO KILL ME!

Medusa.

STAY STILL, INSECT!

I ALWAYS FORGET HOW FAST HE IS!

WHAT ARE YOU *DOING*, WEBS?!

She-Hulk.

GET OUT OF MY WAY!

Miss Thing.

I SWEAR, I DIDN'T BUILD ANYTHING BAD! WHY WOULD HE COME AFTER ME?!

I DON'T THINK HE'S AFTER YOU, BENTLEY...I THINK HE'S AFTER...

"...MISTER LANG."

WHAM!

Ant-Man.

UHN!

...WHAT'S HAPP--

SPIDER-MAN?!

WARNING. ENVIRONMENTAL ANOMALY DETECTED.

RRRAAA!

WAAA!

GRAB HIM! HE'S GETTING AW-- AGHH!

HA! HE'S RUNNING FROM THE WRATH OF BENTLEY-666, NO DOU--

SPAT!

HRMP!

SCAN! ROUTE ALL SPIDER-BOT CAMERAS INTO THE LENSES!

11:59 A.M.

COME ON...COME ON... WHERE ARE--

SPIDER-MAN!

--YOU. THIS IS... ...INCONVENIENT.

UNTIL A NUMBER OF WEEKS AGO, MY NAME WAS DOCTOR OTTO OCTAVIUS, KNOWN AND FEARED BY THE WORLD AS THE SUPER VILLAIN *DOCTOR OCTOPUS*.

YEARS OF DOING BATTLE WITH SPIDER-MAN, HOWEVER, HAD DESTROYED MY BODY. IN A FINAL, GENIUS MOMENT OF REVENGE, I TRANSFERRED MY MIND INTO THE BODY OF MY HATED ENEMY.

THE BODY OF DOCTOR OCTOPUS DIED, TAKING SPIDER-MAN'S MIND WITH IT. AND I BECAME *PETER PARKER*, THE AMAZING SPIDER-MAN.

NO...NOT AMAZING.

SUPERIOR.

BUT IN THIS MOMENT, I CURSE THE NAME "SPIDER-MAN!"

AS DOCTOR OCTOPUS, I WOULD HAVE REVELED IN THIS DAY.

ONE BY ONE, I HAVE TAKEN THE MEASURE OF THIS CITY'S SUPER HEROES, AND FOUND THEM *WANTING*.

AT LEAST, AS I MENTIONED...

...UNTIL THIS MOMENT.

ONE WRONG MOVE, YOU GET A STUN ARROW TO THE HEAD.

YOU KNOW, ON TOP OF HULK AND THOR RIPPING OFF YOUR ARMS.

YOU *IDIOTS!*

LET ME GO, *NOW!*

SETTLE DOWN. NO ONE WANTS THIS TO GET UGLIER THAN IT ALREADY IS.

I MISSED YOUR FIRST LITTLE "PEER REVIEW," SPIDER-MAN. CARE TO EXPLAIN WHEN YOU BECAME SUCH A, WHAT'S THE WORD I'M LOOKING FOR?

JACKASS?

THAT'S THE ONE.

AND SINCE WHEN DO YOU CARRY THIS KIND OF TECH? WHATEVER IT IS...

YOU'RE PUTTING EVERYONE IN DANGER! ALL OF YOU HAVE TO LEAVE THIS PLACE!

HMP. THINK I ACTUALLY FELT HIM MOVE.

HIS STRENGTH IS IMPRESSIVE... FOR A MORTAL.

EXPLAIN YOURSELF, MISTER.

IF THERE WAS DANGER, WE'D KNOW ABOUT IT. FROM WHAT I CAN SEE, THE ONLY DANGER HERE IS YOU.

STARK, YOU ARROGANT--!

YOUR ARMOR...ITS FILTERS SHOULD KEEP THE VIRUS OUT. IT'LL WANT TO TARGET YOU...

ME? WHY ME? I'M A FRIEND TO VIRUSES.

BECAUSE IF IT WERE ME, I'D TARGET YOU, TOO. WHATEVER YOU DO, DON'T OPEN YOUR FACEPLATE!

NO OFFENSE...

...BUT UNLESS THIS IS A COMPUTER VIRUS, I THINK I'M GOING TO BE OKAY.

NO...HE'S IN *SPACE* AGAIN...

Running virus test

THINK!

7%

23%

41%

71%

Virus test complete

STATUS: CLEAN

LISTEN TO ME!

WHERE IS IT... WHERE IS--

CLEAN

CLEAN

CLEAN

HEH.

NO.

YOU ALL SHOULD HAVE LISTENED TO SPIDER-MAN.

STATUS: INFECTED

NOT *HIM*.

DANGER

HOOOM!

NOT...

KA-BOOOM!

HYPERION?!

HYPERION.

SOME KIND OF SUPERIOR MAN FROM ANOTHER UNIVERSE, STUCK HERE.

HIS POWER IS BEYOND MOST MEN'S COMPREHENSION... AND NOW HE'S BEEN TAKEN OVER BY THE VIRUS.

NOT GOOD.

RAAAA!

NO KIDDING!

HYPERION HAS BEEN COMPROMISED!

END THIS, HYPERION...

...OR I WILL!

CAROL, HELP THOR.

ON IT!

GET A HOLD OF YOURSELF! THIS ISN'T YOU!

CHOOM!

HT!

YOU'RE RIGHT.

AAAHH!

I HAD THIS HANDLED! AND THEN YOU INTERFERED!

TO THINK THAT YOU PUT ME ON PROBATION!

ENOUGH! WHAT'S HAPPENING HERE?

THAT INVINCIBLE OAF HAS BEEN POSSESSED BY A SENTIENT *VIRUS*... THE *CARRION VIRUS*.

IT'S BEEN HOPPING FROM SUPER HERO TO SUPER HERO ALL DAY. I DETECTED IT EARLY, I'VE BEEN TRACKING IT.

I'VE FOUND A WAY TO--

BLAST.

DOWN!

I'VE DESIGNED A WEAPON THAT CAN DESTROY THE VIRUS...

...AND CARRION *KNOWS* IT. IT'S BEEN *RUNNING* FROM ME.

WHAT DO YOU NEED?

TIME!

YOU'LL HAVE IT.

WONDERFUL. THE TWO LEAST POWERFUL AVENGERS ARE ENSURING MY SAFETY.

SNOOK!

AND HERE I THOUGHT *THOR* WAS ARROGANT.

BEING RIGHT ALL THE TIME CAN BE A BURDEN.

CAPTAIN AMERICA'S SMOKE BOMB IS AN ADMITTEDLY DECENT IDEA. BUT HYPERION...HE CAN SEE THROUGH WALLS.

HE CAN DO ANYTHING.

AND I REALIZE... I CAN'T BEAT HIM.

MOVE, OCTAVIUS! MO--

BOOM

DID YOU REALLY THINK YOU COULD WIN, SPIDER-MAN? THIS IS JUST THE BEGINNING.

WHAT I AM NOW... I CANNOT BE STOPPED. I'VE EVOLVED.

I'M BETTER THAN YOU.

I'M GOING TO TEAR OFF YOUR HEAD NOW.

AAAH!

HYPERION!

HA HA HA!

EVEN IF YOU COULD KILL ME, WOULD YOU?

WOULD YOU KILL AN AVENGER?

URK!

DON'T TEMPT ME.

HULK! INCOMING!

OR HER.

RRRAA!

HA HA HA!

YOU ARE NOTHING TO ME! THE HYPERION CANNOT BE STOPPED.

AND SOON, I'LL BOND TO THIS FORM FOREVER!

HIS FACE...WHAT IS THAT?

THAT'S CARRION.

I'M GOING TO SHOOT HIM NOW.

GIVE MY REGARDS TO HELL, CARRION.

HYPERION WILL DIE!

IF I DIE, HYPERION DIES WITH ME!

STOP.

HE'S LYING!

HOW CAN YOU BE SURE?

THERE'S NO TIME FOR THIS, YOU KNOW WHAT'S AT STAKE!

AN AVENGER'S LIFE!

EVERYONE'S LIFE.

YOU KNOW ME, CAP. *TRUST ME* NOW.

...

DO IT.

NEEAAAHH!

CAPTAIN AMERICA DOESN'T KNOW ME AT ALL.

HYPERION...

I BUILT THIS MACHINE TO DESTROY THE CARRION VIRUS THIS MORNING, IN ABOUT SEVENTEEN MINUTES.

THE SURVIVAL OF THE HOST WAS A SECONDARY CONSIDERATION.

IT JUST SO HAPPENS, I'M THAT GOOD.

WHAT HAPPENED?

DID WE BEAT SPIDER-MAN?

NOT EXACTLY, MY FRIEND.

THE VIRUS?

GONE.

AND SOMEONE... CREATED THIS THING?

YES...AN OLD ENEMY. ONE THAT I'LL DEAL WITH.

WELL, PUNCH HIM FOR ME, BECAUSE THIS *SUCKED*.

SPIDER-MAN... THANK YOU.

AND I OWE YOU AN APOLOGY. I SHOULDN'T HAVE DOUBTED YOU.

ABOUT YOUR PROBATION...

PROBATION?

OH, WERE YOU SERIOUS ABOUT THAT?

ADORABLE.

IT'S BEEN A LONG DAY, GENTLEMEN.

IF YOU NEED ME TO SAVE YOU ALL AGAIN, CALL ME.

Battery Park.
A NEW DAY.

THE AVENGERS. THE FANTASTIC FOUR. THE X-MEN.

MY SO-CALLED FRIENDS AND ALLIES.

I'VE WON THEIR TRUST NOW. THEY WILL ACCEPT THE "NEW" ME.

AND IN TRUTH, WHEN FACED WITH A BEING OF HYPERION'S POWER, I SAW THE VALUE IN BEING PART OF A TEAM.

JUST NOT *THAT* TEAM.

I REQUIRE MY OWN TEAM.

A *SUPERIOR* TEAM.

Epilogue.

BUT DID YOU HAVE *FUN?!*

Dow

SPIDER-MAN'S WEAPON WAS EXTREMELY EFFECTIVE. IT TOOK ME HOURS TO RE-FORM.

HE WILL HAVE TO BE DEALT WITH IF YOU WISH TO PROCEED.

MY DEAR CARRION, DEALING WITH SPIDER-MAN IS EXACTLY WHAT WE'RE DOING NEXT!

ON TO PHASE TWO!

IT'S PHASE *THREE*, JACKAL.

ON TO PHASE THREE!

LET'S GO KILL SPIDER-MAN!

SUPERIOR SPIDER-MAN TEAM-UP #2
"SIBLING RIVALRY" PART 1

IT'S BEAUTIFUL, ISN'T IT?

TO THINK THAT ONE SMALL GENE, ONE LITTLE DEVIATION IN HUMAN DNA...

...CAN CONTAIN SO MUCH POWER.

TRIALS ARE GOING WELL.

THE LOSSES HAVE BEEN ACCEPTABLE.

AND FUN!

I LIKE THE ONES THAT SET THEMSELVES ON FIRE.

OF COURSE, ALL LOSSES ARE ACCEPTABLE WHEN YOU CAN MAKE MORE.

WHAT NOW?

NOW, I GO SEE MY BOYS.

New York City.

WHEN I SAY THAT I AM THE *GREATEST* SUPER HERO EVER TO WALK THE PLANET, THERE IS NO ARROGANCE AT PLAY. NO EGO.

ONLY *FACT.*

AS *OTTO OCTAVIUS*, I WAS THE WORLD'S GREATEST SUPER VILLAIN. IT ONLY MAKES SENSE THAT I WOULD EXCEL AT HEROICS AS WELL.

ALL IT TOOK WAS ELIMINATING *PETER PARKER.*

AGAIN.

EVERYTHING HAS FALLEN INTO PLACE.

THIS CITY AND ITS INHABITANTS ARE UNDER THE WATCHFUL EYE OF MY *SPIDERS.*

ANY CRIMEFIGHTING WORTHY OF MY ATTENTION, AND THEY ALERT ME.

MY LAIR AND HENCHMEN ARE COMING ALONG NICELY.

AND AFTER THE CARRION INCIDENT, I AM BEYOND REPROACH BY THE REST OF THE SUPERHUMAN COMMUNITY.

TO THINK THE AVENGERS PUT ME ON *PROBATION*. HA!

I'M A BETTER SPIDER-MAN THAN PARKER *EVER* WAS, AND FRANKLY, I'M A BETTER *PARKER* THAN HE WAS AS WELL.

HIS CAREER AT *HORIZON LABS* WAS THE PINNACLE OF HIS LITTLE SCIENTIFIC LIFE. FOR ME, IT'S A STEPPING STONE FOR WHAT'S TO COME.

I'VE EVEN BEGUN BUILDING A PERSONAL LIFE, SOMETHING PARKER NEVER SEEMED TO BE ABLE TO MAINTAIN.

SOMEONE MUCH MORE APPROPRIATE THAN HIS USUAL DALLIANCES. ACTRESSES AND POLICE OFFICERS...*PLEASE*.

THE WORLD IS MY OYSTER.

ESPECIALLY NOW THAT THE SPECTRE OF PETER PARKER IS NO LONGER HAUNTING ME.

IT WAS TRULY FASCINATING TO SEE JUST HOW MUCH EVEN THE LINGERING MEMORY OF PARKER HELD ME BACK.

AND TO COME FACE-TO-FACE WITH HIM IN BATTLE, A BATTLE OF MINDS ESPECIALLY...

...IT WAS EXHILARATING.

NOW, FINALLY, I'M FREE OF PARKER IN EVERY--

YOU'VE BEEN *BUSY.*

MY SPIDER-SENSE DOESN'T EVEN TWITCH.

I LIKE THE COSTUME.

IT'S A WHOLE NEW YOU, ISN'T IT?

THAT *VOICE...*

...IT CAN'T BE.

SHOW YOURSELF!

"SHOW YOURSELF"?

REALLY?

IS THAT ANY WAY TO GREET YOUR EVIL TWIN?

THAT *COSTUME*...I'VE SEEN IT BEFORE ON THE NEWS... A STORY ABOUT A NEW SPIDER-MAN IN *HOUSTON*, OF ALL PLACES.

SOMEONE CALLING HIMSELF THE *SCARLET SPIDER*.

PETER SAW IT, AND KNEW WHO IT WAS.

YOU AND I HAVE *A LOT* TO TALK ABOUT.

I THOUGHT IT'D BE BEST TO DO THIS FACE-TO-FACE.

I'VE BEEN WATCHING YOU FOR *DAYS* NOW, AND--

AND SEEING HIS FACE...*MY* FACE... CONFIRMS IT.

THE *CLONE*...

KAINE.

FOR YEARS, THIS FAILED CLONE OF PETER PARKER TORMENTED SPIDER-MAN, FOR REASONS EVEN HE DIDN'T UNDERSTAND.

AND I...I REMEMBER THAT *VOICE*...I ENCOUNTERED HIM ONCE AS *DOCTOR OCTOPUS*. KAINE...

I REMEMBER.

KRAK!

PETER?

WAKE!

VENGEANCE SHALL BE MINE.

WHAT ARE YOU *DOING?!*

YOU KNOW *NOTHING* ABOUT MY MIND!

HAVE YOU LOST YOUR MIND?!

TWHIP! TWHIP!

BUT YOU *WILL!*

YOU'LL KNOW WHAT IT FEELS LIKE!

WHAT YOU DID TO ME!

YOU TOOK MY LIFE!

I PAID MY DEBT TO YOU, PETER!

I DIED FOR YOU!

ANYTHING YOU DID, YOU DID FOR *HIM!*

FOR *SPIDER-MAN!*

WHAT ARE YOU *TALKING* ABOUT?!

...DON'T UNDERSTAND...

DON'T LIE. YOU KNOW WHY THIS IS HAPPENING. AND YOU KNEW THAT ONE DAY THIS WOULD BE THE PRICE.

I'M GOING TO--

STOP. HAVE TO THINK THIS THROUGH. SOMEONE COULD SEE, I HAVE TO COME UP WITH A WAY TO--

LOOK AT HIM. HALF THE MAN I AM. SO CONFUSED AND WEAK.

PETER...

WHAT HAPPENED TO THE KAINE THAT--

SHUT UP!

YOU THINK I DON'T KNOW THAT I'M A MONSTER? YOU THINK I DON'T KNOW WHAT I'VE DONE TO YOU?

I AM PAYING FOR MY CRIMES.

CAN BARELY THINK... HE'S STRONG... STRONGER THAN *ME*.

HOW IS THAT POSSIBLE?

I'M TRYING TO BE A BETTER MAN, I'M TRYING TO DO WHAT I THOUGHT *YOU* WANTED.

IF YOU DON'T LIKE IT...

...YOU CAN GO TO *HELL*.

UNH!

OUCH.

TO BE FAIR, I DID WONDER WHERE THE KAINE I HAD ENCOUNTERED WAS.

I HAVE MY ANSWER.

BUT THIS DEGENERATE, GENETIC TRASH WILL DIE AT MY HANDS. THIS I SWEAR!

AT THE HANDS OF *DOCTOR*--

...

NO. NOT DOCTOR OCTOPUS.

I'M *NOT* DOCTOR OCTOPUS, I'M THE SUPERIOR--

THWIP!

WAIT, WHAT IS HE DOING?

RRAAA!

UHN!

WANT TO KNOW WHAT I MISS MOST ABOUT BEING A SUPER VILLAIN?!

BEATING THE CRAP OUT OF YOU, YOU SELF-RIGHTEOUS--

KRAK!!

UHN!

HMPH. I DID *NOT* SEE THAT COMING.

I CANNOT DECIDE IF THIS IS AN INFURIATING INCONVENIENCE, OR A BLESSING IN DISGUISE.

EITHER WAY...

KAINE?

...IT WOULD SEEM THAT I AM NOT THE ONLY ONE WHO WANTS TO SEE THIS "SCARLET SPIDER" DEAD.

ZARK!

FASCINATING. THESE SPIDER-CREATURES APPEAR TO BE HALF HUMAN, HALF SPIDER WITH SOME KIND OF EX...TRA...

OH, DRAT.

"EXTRA" AS IN "X."

THEY HAVE MUTANT POWERS, AND THE SPIDER-SENSE BUZZING IN MY HEAD ISN'T THE ONLY BAD FEELING I HAVE NOW.

SEVERAL DAYS AGO, I ENCOUNTERED A ***MUTATED SPIDER***...A SPIDER THAT HAD MUTANT POWERS.

BASED ON THE X-MEN'S ANALYSIS, IT WAS A ***CLONE***, A HUMAN THAT HAD SPIDER AND MUTANT DNA SPLICED INTO IT.

THIS WOULD APPEAR TO BE AN EVOLUTION OF THAT THEME.

AN EVOLUTION BEING GIVEN SOME UNAPPRECIATED, DEMENTED HELP.

THIS IS NOT MY FIGHT. IF KAINE'S CREATOR WISHES HIM DEAD, MORE POWER TO HIM.

TIME FOR ME TO TAKE MY LEAVE--

TELEPORTER.

THIS IS GOING TO HURT.

TODAY STARTED OFF SO VERY WELL.

UHN!

YEAAARGH!

ENDING IT BY TAKING SWEET VENGEANCE ON MY KILLER WAS TO BE BUT ICING ON THE CAKE.

HSSS...

KILLED BY SPIDERS.

IS THIS SOME SORT OF SICK, TWISTED JUSTICE?

BREAK, DAMN YOU!

HKKK!

HEY!

GET AWAY FROM MY IDIOT BROTHER.

WHAT DO YOU THINK YOU'RE DOING?!

WHAT DOES IT LOOK LIKE?

I'M SAVING YOUR *JERK* LIFE.

I DO *NOT* NEED YOUR HELP!

SURE YOU DON'T.

ANY IDEA WHAT THESE THINGS ARE?

YOU OF ALL PEOPLE SHOULD KNOW.

WHAT?!

THIS IS IN DANGER OF GOING VERY PUBLIC.

I NEED TO END THIS...

...AND I NEED TO END *HIM*.

THESE MONSTERS...HM. A SOLUTION PRESENTS ITSELF. PERHAPS I CAN KILL TWO ABOMINATIONS OF SCIENCE WITH ONE STONE.

THESE CREATURES WON'T TALK.

WHO'S REALLY TO SAY WHO KILLED THE SCARLET SPIDER?

WHAM!

NYEAARGH!

FACE BURNING... WHAT WAS--

NOW, NOW...

...YOU KNOW I HATE TO SEE MY CHILDREN FIGHT.

WAIT, THAT'S NOT RIGHT.

I LOVE IT.

SHUNK

SHUNK

JACKAL...

CALL ME "DAD."

YOU'RE DEAD!

I THINK NOT.

AAAAHHH

SSSS...

THE JACKAL...I KNEW OF HIM EVEN BEFORE HE WENT INSANE, A GENETICIST NAMED MILES WARREN. HIS REPUTATION PRECEDED HIM.

AND CARRION... I THOUGHT I HAD DISPOSED OF HIM, BUT WHEN CLONING IS INVOLVED...

CLONE. MY CLONE.

I SEE HIS FACE, I SEE MY FACE...THEY'RE GOING TO KILL HIM.

THIS IS WHAT HE *DESERVES.*

HE *KILLED ME.*

...

WHAT? WHAT WAS THAT? I'M HAVING A HARD TIME HEARING YOU THROUGH THE *SCREAMING.* YOU LOVE ME AND WANT TO COME HOME?

NO? YOU WANT TO BE PUT OUT OF YOUR MISERY?

HIS SCREAM... IT'S *MY* VOICE.

NO!

IF ANYONE IS GOING TO KILL KAINE, IT SHALL BE *ME!*

UHN!

AAAAH!

OOOH... NOW IT'S A PARTY.

FIRST ONE TO BRING ME A *LIMB* GETS A TREAT.

WHAT TOOK YOU SO LONG?

INTERNAL DEBATE.

WELL, AT LEAST YOU'RE HONEST.

THE CLONE DOESN'T HOLD BACK. HE'S AIMING TO KILL THESE CREATURES... SOMETHING HE DIDN'T INHERIT FROM PARKER.

I RESPECT THIS.

BUT HE HAS NO STRATEGY, NO THOUGHT BEHIND HIS ACTS. I CAN USE THIS AGAINST HIM LATER, BUT FOR NOW...

...IT LEAVES HIM OPEN.

DEAL WITH THIS ONE, I'LL HANDLE WARREN.

WHAT--?

HT!

KRK!

NO! JACKAL IS MINE!

TELL THE TRUTH...YOU MISSED ME, DIDN'T YOU?

I'LL MISS *HURTING* YOU, YOU DERANGED--

SHAK!

YEARGH!

HALF IGNORING SPIDER-SENSE TO GET TO JACKAL...COULDN'T MOVE IN TIME...

WHO---?

I'M SORRY, PETER.

GWEN STACY.

THE GIRLFRIEND OF PETER PARKER...UNTIL SHE *DIED*.

THE DAUGHTER OF POLICE CAPTAIN *GEORGE STACY*...

...UNTIL MY ACTIONS *KILLED* HIM.

PASSING OUT... THE CLONE CAN BARELY STAND...

THIS... THIS IS NOT...

THIS IS GOING TO BE GOOD.

SCARLET SPIDER #20
"SIBLING RIVALRY" PART 2

MY NAME IS KAINE

WAKE UP.

WAKE UP, YOU INCOMPETENT FACSIMILE.

AND I PRAY TO GOD THIS IS A NIGHTMARE.

WAKE UP.

THE GIRL I KNOW HER HOW.

KAINE, WAKE UP.

HOW DO I--

WAKE UP!

NGGH...

WAIT. AM I STILL DREAMING? I CAN'T BE.

I REMEMBER YOU...YOU WERE THERE WHEN I WAS BORN...

I CAN FEEL THE WARMTH OF THE LIGHTS ON MY FACE. BUT THIS WOMAN...

"...SORT OF..."

WE WERE HAPPY WHEN YOU ESCAPED, KAINE. WE REALLY WERE. I'M SO SORRY THAT THIS IS HAPPENING TO YOU NOW...TO BOTH OF YOU--

OH, FOR *PITY'S SAKE*...

PLEASE, SPARE ME THIS TREACLE. AT LEAST AN *ACTUAL* WOMAN WOULD HAVE THE SENSE TO KNOW *WHEN* TO FLIRT.

AND AS FOR *YOU*, KAINE--

--I SUGGEST *YOU* STOP MEWLING ABOUT THE DAY YOU *SLID* OUT OF A *TUBE* AND PAY SOME MIND TO THE DAY YOU'RE GOING TO DIE...

...WHICH COULD *WELL BE* TODAY.

BOYS, BOYS...

DON'T *ARGUE*...IT MAKES DADDY *CROSS*.

EXCEPT WHEN IT DOESN'T.

OH, BUT I GUESS I CAN FORGIVE YOU. AFTER ALL, YOU'VE BOTH HAD SUCH A LONG DAY.

AND YOU CAN STOP STRAINING AGAINST THOSE SHACKLES, BY THE WAY. I KNOW YOU DOWN TO THE *ATOM*, PETER, AND THESE ARE CALIBRATED *FAR* BEYOND YOUR STRENGTH LEVEL. YOU CAN'T ESCAPE. *NEITHER* OF YOU CAN.

AND WHY WOULD YOU EVEN WANT TO? WE'RE ALL *FAMILY* HERE, AREN'T WE?

NO. WE'RE NOT. WHEN I GET FREE, I PROMISE, I AM GOING TO KILL YOU.

HAHAHA!

OH, KAINE...AND HERE I THOUGHT PETER'S SENSE OF HUMOR HAD BEEN BRED *OUT* OF YOU!

WHAT'S YOUR ENDGAME, JACKAL?

MY "ENDGAME," PETER? WHATEVER COULD YOU MEAN BY THAT?

DON'T INSULT ME. YOU'VE NEVER BEEN MORE THAN A MINOR ANNOYANCE, BUT ALL THIS...THIS LAIR, THESE NEW CREATIONS OF YOURS... IT FEELS *BIGGER* THAN YOUR USUAL OBSESSIONS.

WHAT IS IT THAT YOU *WANT?*

WHAT DO I *WANT?*

I WANT YOUR *SOUL*, PETER. I WANT EVERY CHROMOSOME OF IT. I WANT TO PUT A LITTLE PIECE OF YOU INTO EACH AND EVERY THING THAT I ALLOW TO *LIVE*. *THAT* IS WHAT I WANT.

YOU PLAN TO HARVEST MY DNA...?

NO! UNACCEPTABLE! MY DNA IS MINE AND MINE ALONE! I WILL NOT BE COPIED!

OH, DON'T BE SO DRAMATIC, PETER, YOU KNOW MODIFICATIONS WILL BE MADE. PERHAPS I'LL DO A RUN OF YOU WITH THE EXTRA ARMS.

OR MAYBE I WON'T, IF YOU FEEL THAT STRONGLY ABOUT IT. BUT YOUR DNA IS STILL THE KEY, PETER.

IT ALWAYS HAS BEEN...AND I NEED A FRESH SAMPLE FROM THE SOURCE TO MAKE SURE MY NEXT BATCH GOES THE RIGHT WAY.

AFTER ALL, WE ALL KNOW WHAT HAPPENS WHEN A CLONE GOES WRONG, DON'T WE, KAINE?

THEY DISAPPOINT YOU. AND DISAPPOINTMENTS AREN'T GOOD FOR ANYTHING BUT THE TRASH HEAP.

WE CAN'T ALL BE BEN REILLY, EH? HE REALLY WAS A PERFECT SPECIMEN.

HNNH...

BUT THAT'S SCIENCE. CHASING PERFECTION. IF YOU HAD PETER'S BRAIN IN YOUR HEAD, KAINE, YOU KNOW YOU'D AGREE WITH ME. PERFECTION IS THE REAL GOAL, IN ALL THINGS.

FOR EXAMPLE, TAKE MUTANT-POWERED SPIDER-CLONES. WITH THEM AROUND, WHO NEEDS REGULAR PEOPLE? SEND IN THE CLONES! LET THEM INHERIT THE EARTH! WELL, THE GOOD ONES. OH, IMAGINE REALITY TV THEN!

YOU'RE NOT A SCIENTIST. YOU'RE A MADMAN.

MORE, YOU'RE ***PATHETIC***. THROUGH WHAT I CAN ONLY ASSUME WAS ***EXTRAORDINARY*** FORTUNE, YOU'VE MANAGED TO INCAPACITATE ME...AND YET, INSTEAD OF USING THIS TIME TO FURTHER YOUR PLANS, YOU WASTE IT PRATTLING ON ABOUT ***NONSENSE!***

AND ***THAT*** IS WHY YOU WILL FAIL. AS SOON AS YOU TRY TO--

"AS SOON AS I TRY--"? PETER. REALLY. I'M NOT A BOND VILLAIN. I'VE ***DONE*** IT ALREADY.

YOU ***WHAT?!***

TWENTY-SEVEN VIALS OF BLOOD. A LITTLE BONE MARROW. SOME SALIVA. HAIR AND NAIL CLIPPINGS...

OH, AND A FEW...OTHER SAMPLES IN CASE I DECIDE TO TRY SOMETHING MORE ***OLD-FASHIONED*** ONE DAY. YOU KNOW, FOR FUN.

HRK!

WHAT? I-- YOU--!

WILL YOU KNOCK IT OFF ALREADY, KAINE?! THOSE CHAINS WERE CREATED SPECIFICALLY TO HOLD--

YE-AAAAARRGH!

CREEAAAUNCH

WHOOPS...

JACKAL... I MAY NOT DESERVE TO LIVE...

...BUT GOD KNOWS YOU DESERVE TO *DIE.*

SEE? NOW THAT'S JUST NOT VERY CREATIVE AT *ALL*, KAINE. HOW MANY WAYS CAN YOU FIND TO DISAPPOINT ME?

DON'T WORRY, YOU WON'T BE DISAPPOINTED FOR MUCH LONGER.

SHAK

NGH!

WELL LOOK AT THAT, KAINE-- YOU'RE STILL ALIVE! YOU ARE ABSOLUTELY FULL OF SURPRISES TODAY.

I THINK I MAY HAVE JUST MADE UP MY MIND TO *DISSECT* YOU BEFORE I DUMP YOU BACK IN THE PILE!

@#$%

DO YOU HEAR THAT, BOYS? LEAVE DADDY ENOUGH TO CUT INTO!

HH.

THE TELEPORTER APPEARS BEHIND ME

THWAM

AND THE JACKAL SAYS I'M NOT CREATIVE

STILL, THEY DON'T *NEED* TO BE CLEVER. THEY JUST NEED TO KEEP COMING

AND EVENTUALLY

THEY'LL GET *LUCKY*

RRG!

WHAM

SHCLICK

I'M GOING TO NEED HELP

SHAZAAK

SHOOM

FREE!

I'LL SEE TO YOU IN A MOMENT, JACKAL, BUT FIRST...

THWIP! THWIP!

I'M PUTTING DOWN YOUR LITTLE *PETS*.

YANK

WHAT ARE YOU WAITING FOR, CARRION? KILL SOMEONE!

KAINE...

...LET ME IN.

WHAT-- KAFFKAFFF--

CARRION

I CAN FEEL HIM TRYING TO GET INSIDE MY HEAD...WHICH IS *BAD NEWS* FOR HIM...

RRRR--

...BECAUSE I'VE ALREADY GOT A MONSTER IN THERE, AND IT *DOESN'T* TAKE KINDLY TO BEING *ATTACKED*

PREY!

?

WHAM

GET READY TO LIVE UP TO YOUR NAME--

ZZZARK

UNH!

THWUD

AND NOW, FOR YOU...

NO...YOU WOULDN'T

YOU HAVE NO *IDEA* WHAT I'D DO.

SHZZAKSH ZZAKSHZZAK

NO--!

TSK. DID YOU TRULY EXPECT TO FELL ME WITH SUCH A *PEDESTRIAN* EFFORT?

I--I--

STOP!

EH?!

SHE DOESN'T DESERVE THAT. IT ISN'T HER FAULT. SHE'S A--

--AN *ABOMINATION*. A WORTHLESS *MOCKERY* OF HUMANITY.

JUST LIKE *ALL* CLONES.

MAYBE HE'S RIGHT. MAYBE CLONES *ARE* ABOMINATIONS.

GUESS I'LL MAKE SURE THE JACKAL CAN'T MAKE ANY MORE.

I AM PETER PARKER, THE SUPERIOR SPIDER-MAN. AND THIS...

...THIS IS A ***MESS***. I CANNOT EVEN EXPRESS HOW MUCH I HATE CLONES.

SMOKESTACK...HM. PARKER HAD A MEMORY OF A SMOKESTACK THAT CAUSED HIM SOME CONSIDERABLE ANGST. NOW WHAT WAS IT AGAIN?

IT DOESN'T MATTER. IT'S A USEFUL POINT OF EXIT, NOTHING MORE.

RRAAAAAR--

RAAAARH!

CURSES. THE JACKAL'S MINIONS ARE STARTING TO REGROUP. TIME IS SHORT IF I WANT TO--

--TO *WHAT?* THERE IS NO ONE WORTH *SAVING* HERE. MURDERERS. VILLAINS. GENETIC EXPERIMENTS.

IDEALLY, I'D SIMPLY LEAVE AND LET THEM KILL EACH OTHER...

BUT I *REFUSE* TO ALLOW THE JACKAL TO RETAIN *MY* GENETIC MATERIAL. IT MUST BE *DESTROYED*.

AND THE JACKAL HAS UNWITTINGLY PROVIDED ME WITH AN EASY WAY TO DO SO.

HNH!

THE EXPLOSION CAUGHT ME OFF-GUARD. NOT WHAT I WAS EXPECTING FROM PETER, BUT HE MUST HAVE SOME PLAN.

KRA-TOOM

MINE'S STILL THE SAME

SHLUK

WHAT? NO!

MY DNA! MY BABIES!

I HAVE TO SAVE THEM--!

JACKAL--

HELL WITH IT. IF HE WANTS TO DIE BY FIRE INSTEAD, LET HIM COOK. EITHER WAY--

--I'VE GOT NO PLANS TO DIE HERE TODAY

WHAT

HEY! YOU HAVE TO GET OUT!

NO...

LOOK, JUST-- JUST GRAB MY HAND! I'LL GET YOU OUT OF HERE! I PROMISE!

TAKE MY HAND!

I'M SORRY...

FWAAS!!

NO--!

KRAVEN

INCREDIBLE WHAT ONE SIMPLE, WELL-PLACED ACTION CAN BRING ABOUT.

ONE PIECE OF DETRITUS, CAST IN THE PROPER DIRECTION, HAS EFFICIENTLY DISPOSED OF THE DNA THE JACKAL WAS FOOLISH ENOUGH TO STEAL FROM ME, THE JACKAL HIMSELF, HIS CONTEMPTIBLE EXPERIMENTS, AND, AS A BONUS--

WHAT--?!

KAINE.

WHAT THE @#$% WAS THAT?!

I TOOK THE MOST EFFICIENT PATH. THE VILLAIN AND HIS EXPERIMENTS ARE *DESTROYED*, HIS EQUIPMENT IS USELESS TO THOSE WHO WOULD SALVAGE IT, AND BEST OF ALL--

--WE WON'T HAVE TO DEAL WITH ANY MORE LUDICROUS CLO--

THWAK

YOU COULD HAVE *KILLED* ME!

A CALCULATED RISK.

I KNOW WHAT I DID TO YOU, BUT WHAT THE HELL IS THE MATTER WITH YOU?

THE MATTER WITH ME? YOU THINK THAT PRETENDING TO BE A HERO CHANGES ANYTHING BETWEEN US? AFTER WHAT YOU DID?!

I'M NO HERO. I KNOW WHAT I AM NOW...BUT YOU...YOU ARE A HERO.

ACT LIKE IT.

THIS ISN'T *OVER!*

Epilogue.

George Bush Intercontinental Airport.
HOUSTON.

"NO."

DO YOU WANT TO *THINK* ABOUT IT?

NO.

YOU'RE THINKING ABOUT IT.

ARACELY.

I DON'T *WANT* TO THINK ABOUT ANYTHING FROM THE LAST FEW DAYS. BUT SHE'S RIGHT. I *AM*.

exit

22

SWAK

OW--

AND NOT EVEN HOUSTON'S HORSE-SIZED MOSQUITOES CAN MAKE ME FORGET WHAT PETER SAID.

HE USED TO *BELIEVE* IN ME. TOLD ME I COULD CHANGE. HE CALLED ME A BROTHER.

AND NOW.

FOUR SEASONS HOTEL

NOW HE CALLS ME A *MONSTER*

I WAS GIVEN A SECOND CHANCE AT LIFE.

AND PETER GAVE IT TO ME

AND IF HE DOESN'T BELIEVE IN ME ANYMORE

...WHAT DOES THAT MEAN...FOR...

NO.

MY FACE. THE SCARS...THEY'RE BACK!

THE CELLULAR DEGENERATION THAT WAS KILLING ME FROM THE DAY I WAS BORN. IT'S BACK.

AND THIS NEW LIFE... IT'S OVER.

Epilogue II.

NOTHING IS LEFT. OUR PLANS HAVE FAILED.

WELL WE'LL CERTAINLY NEED A NEW AND LESS-CRISPY *MILES*, BUT I DON'T KNOW IF I'D GO SO FAR AS TO SAY WE "FAILED."

SURE, NONE OF THE *FRESH* SAMPLES I TOOK FROM PETER SURVIVED THE FIRE HE SET, BUT ALL THE MUTANT SAMPLES FROM SINISTER'S LABS WERE OFF-SITE, SO THEY'RE INTACT.

PLUS, I DID MANAGE TO SALVAGE *THIS*.

KAINE

I KNOW I ALWAYS SAID IT WAS A BAD IDEA TO MAKE A CLONE OF A CLONE, BUT WHAT THE HELL, RIGHT? WHO'S READY FOR SPIDERCIDE 2.0?

SUPERIOR SPIDER-MAN TEAM-UP #3

...WON'T THIS *DELUGE OF GOONS* EVER STOP?...IT'S GOTTA BE A *WEEK* NOW...

New York City.

...FEELS LIKE I'M MAKING A *CAREER* OF BATTLING THIS INVASION.

LOOK AT THE BRIGHT SIDE, POWER MAN...

"...IT'S *ABOUT TIME* YOU HAD A CAREER."

The Cloisters Museum, New York City.

SYLVIA-- THERE YOU ARE!

HAVEN'T YOU HEARD? WE'RE BEING *EVACUATED*...

...THE *ALIEN THREAT* IS SPREADING FROM MIDTOWN!

OF COURSE IT IS.

WHAT DO WE *EXPECT* WHEN WE INSIST ON CONTINUALLY SHOOTING GIANT CHUNKS OF OUR TECHNOLOGY INTO SPACE? IT'S LIKE WE'RE ANNOUNCING A COSMIC *YARD SALE*.

I'M HEADED FOR AN AIR-RAID SHELTER. YOU COMING?

RIGHT BEHIND YOU. ISH.

=SIGH=

THIS MODERN WORLD...TURN YOU INTO A *RAT* IN A *MAZE* IF YOU LET IT.

REACTING TO EVERY LITTLE *TWITCH* AND *TUMULT*...

...IF WE'D ALL JUST *SLOW DOWN*, LIFE WOULD BE SO MUCH *BETTER*.

PICK IT UP, HEROES-- THEY'RE COMIN' DOWN FASTER THAN WE'RE KNOCKIN' *'EM OUT*.

SPEED IS NO SUBSTITUTE FOR STRATEGY, CAGE...

...IT STANDS TO REASON THAT THE MAJORITY OF THESE MARAUDERS ARE FROM WORLDS WHOSE *GRAVITY, MAGNETIC FIELDS* AND CHEMICAL COMPOSITION ARE DIFFERENT FROM OUR OWN.

THEY COULDN'T FUNCTION HERE WITHOUT THE AID OF *CONVERSION UNITS*...

...AND IT'S FAR EASIER TO TAKE OUT THE *DEVICES* THAN IT IS TO TOPPLE THE *BEHEMOTHS* BENEATH.

=GASP=

NO NEED TO THANK ME FOR THE LESSON ON HOW TO DO YOUR *JOB*...

"...THE SUPERIOR SPIDER-MAN IS ONLY TOO HAPPY TO SHOW YOU A *BETTER WAY.*"

THINGS WERE BETTER IN THE OLD DAYS, WHEN PEOPLE LIVED BY THE RHYTHMS OF THE *EARTH* AND THE PASSING OF THE *SEASONS*...

...DEVOTING THEMSELVES TO *GENTLE* PURSUITS... TO CONTEMPLATION AND FELLOWSHIP... TO *SERENITY*...

...UNINTERRUPTED BY THE *SHOCKS* AND *UPHEAVALS* OF OUR CRUDE, CLAMOROUS, *BRUTISH* ERA.

SIGH

SUPPOSE I'D BETTER GO.

ONCE MORE OUT INTO A WORLD *DISTORTED* AND *DERANGED* BY TOO MUCH TECHNOLOGY...

...TOO MUCH WAYWARD, INHUMAN *POWER* TO BE CONTAINED BY ANY CIVILIZATION, ANY *WORLD*...

...WHAT?-- LOCKED!... I WAITED TOO LONG.

I'M TRAPPED... *SEALED IN.* STUPID TECHNOLOGY.

STILL, I CAN'T REALLY COMPLAIN. AFTER ALL...

...WHAT CAN POSSIBLY HAPPEN TO ME IN *HERE?*

OHH...

...OHHH...

"MAYBE I'M *DELUSIONAL...*"

...BUT I THINK WE'RE FINALLY IN THE *HOME STRETCH* WITH THESE BASTARDS.

HAH! DREAM ON...

...GIVEN THE MAGNITUDE OF THIS INVASION FORCE, WE'LL BE CLEANING UP MANHATTAN FOR *DAYS* TO COME.

BUT I'LL TELL YOU WHAT, SPECTRUM...

...I'LL *COVER* FOR YOU, IF YOU NEED A LITTLE NAP.

DAYS MORE, WITH *YOU* SNARKING AT ME?

"...FORGET THE NAP, I'LL TAKE A *COMA*."

HRRRRK...

HRRRMM...

...NNNGH... MNNNH...

AAAAGH!

"BET YOU DIDN'T EXPECT ME *BURSTING* IN ON YOU LIKE THIS..."

...NOT AS *EASY* TO GET AWAY AS YOU THOUGHT, EH, YOU INTERSTELLAR *TROGLODYTE?*

EARTH'S GRAVITY *BEARING DOWN* ON YOU, IS IT?...

...WELL NOT AS MUCH AS THE EVER-NIMBLE *SPIDER-MAN!*

IS THIS THE *BEST* THEY CAN MUSTER?

OR ARE THEY HOLDING BACK THE *CREAM* OF THEIR LEGIONS FOR THE AVENGERS TEAM IN SPACE?...BECAUSE IF SO, I FOR ONE AM *INSULTED--*

BZZT BZZT BZZT!

...NEVER MIND, THEY'RE ABOUT TO GET *COMPANY.*

HM.

AN ALERT FROM ONE OF MY *SPIDER-BOTS* OF A NONHUMAN DISTURBANCE IN *UPPER MANHATTAN.*

HADN'T REALIZED THE INVASION FORCE HAD DISPERSED *THAT* FAR...

YO, *SPIDEY...*

...YOU JUST GONNA WALTZ OFF AND LEAVE THIS BIG BADDIE *LYING* HERE?

STILL YOUR TERROR, CITIZEN! EVEN IN THE UNLIKELY EVENT THAT THE CREATURE *COMES* TO...

...I'VE WRECKED HIS *GRAVITY NULLIFIER*, SO HE WON'T BE ABLE TO *STAND*.

WHAT THE--

WHO SEZ I'M *TERRIFIED?*

JERK.

THIS IS... *DISTRESSING.*

IN ALL THE TIME I'VE INHABITED PETER PARKER'S BODY, I'VE NOT WITNESSED *DESTRUCTION* ON SUCH A SCALE.

AND WHAT UNSETTLES ME MORE THAN THE DEVASTATION ITSELF...

...IS THE KNOWLEDGE THAT, IN MY PRIOR LIFE AS *DOCTOR OCTOPUS*, I ONCE HAD AMBITIONS FOR THIS CITY THAT WERE NO *LESS* CATASTROPHIC.

BUT THAT'S ALL IN THE PAST, NOW. I'M DOCTOR OCTOPUS NO LONGER. NOW...

...I'M THE *GREATEST HERO* THIS CITY'S EVER KNOWN.

AND THERE'S MY NEXT ADVERSARY. THOUGH SHE SEEMS AN ENTIRELY *DIFFERENT* ORDER OF BEING THAN THE ONES DISGORGED FROM THE SKY.

OH, PLEASE, CAN'T SOMEONE *HELP* ME--

...I DON'T KNOW WHAT'S *HAPPENED* TO ME...

SHE APPEARS UNCERTAIN... *DISORIENTED.*

...I-I'VE BECOME SOME KIND OF *MONSTER*...

SHE MAY BE A THREAT, BUT SHE'S AN *UNWITTING* ONE.

...BUT I'M JUST A *STUDENT*... *PLEASE* HELP ME...

I NEED TO OBSERVE MORE *CLOSELY* BEFORE I--

WHAT-- *NO!*

WHAT--

WHAT IS SHE--

WHOOMF

STAY AWAY

AAAGH

HELP ME

SO FRIGHTENED

PLEASE

HURT YOU

GO AWAY

HELP ME

SO CONFUSED

BOOM

DAMPER FIELD...

...DEVISED FOR WHEN I DEAL WITH MY OLD ***SINISTER SIX*** COLLEAGUE, ***ELECTRO.***

SEE SUPERIOR SPIDER-MAN TEAM-UP #5 FOR MORE ELECTRO!- SEMI-CONDUCTIVE SANA

NICE TO KNOW IT ***WORKS***. NOT THAT I EVER DOUBTED IT.

YOU--

--YOU DON'T ***WIELD*** ELECTRICITY...

...YOU ***ARE*** ELECTRICITY!

THIS IS REALLY QUITE *MARVELOUS!* HOW DID YOU MANAGE IT?

I DIDN'T MANAGE ANYTHING! I'M JUST A MEDIEVAL STUDIES UNDERGRAD...

THIS MIST CAME OUT OF NOWHERE AND KNOCKED ME OUT. THE NEXT THING I KNEW...I WAS... *THIS!*

PLEASE, TELL ME...

...HOW DO I CHANGE *BACK?*

WELL, LEAVING ASIDE THE QUESTION OF WHY ON EARTH YOU'D EVER *WANT* TO...

...I DON'T *KNOW.* I'D HAVE TO STUDY YOU.

IN FACT, I'D VERY MUCH *LIKE* TO STUDY YOU...

...BUT AT THE MOMENT, I HAVE AN *ALIEN INVASION* TO CONTEND WITH.

HOW *VEXING* THAT SUCH A THING SHOULD GET IN THE WAY OF SCIENTIFIC INQUIRY...

...STILL, IT'S ALL ABOUT CHASING DOWN THE LAST FEW *RANDOM HOLDOUTS* AT THIS POINT.

WHY DON'T YOU COME WITH ME TO TIMES SQUARE...

...WE'LL CHECK IN WITH MY FELLOW AVENGERS, THEN I'LL BE FREE TO TAKE YOU TO MY LAB FOR A THOROUGH EXAMINATION.

WHAT? ME? TIMES SQUARE? *AVENGERS?*

I COULD BE *KILLED!*

IS *THAT* YOUR WORRY?

REST ASSURED, IN YOUR PRESENT STATE YOU'RE MUCH HARDER TO DESTROY, BY *ORDERS OF MAGNITUDE* IN FACT, THAN YOU WERE AS A MERE HUMAN...

...IN FACT, YOUR POWERS MAY BE SUFFICIENT TO MAKE YOU A FORCE TO BE RECKONED WITH.

YOU MIGHT EVEN FIND YOURSELF IN A POSITION TO HELP FORGE A *BETTER WORLD.*

BUT...I'M NOBODY. I'M JUST A STUDENT NAMED *SYLVIA PRELL...*

LET ME SUGGEST A SIMPLE PSYCHOLOGICAL TRICK:

CEASE TO THINK OF YOURSELF AS SYLVIA PRELL. GIVE YOURSELF A NEW AND MORE FITTING NAME--AT LEAST TEMPORARILY--AND YOU'LL SOON FIND YOURSELF ***BECOMING*** THAT NEW PERSONA.

TRUST ME. NO ONE KNOWS THE ***TRUTH*** OF THIS BETTER THAN I.

I...I SUPPOSE *FULMINA*, THEN.

BASED ON THE LATIN WORD FOR "LIGHTNING."

HOW ADMIRABLY ***PEDANTIC.***

COME ALONG, THEN. THIS LITTLE DIVERSION HAS ALREADY CONSUMED ***FAR*** TOO MUCH TIME.

BUT... *HOW?*

IT'S NOT LIKE I CAN JUST HOP A CAB. I'D FRY THE INTERIOR TO A CRISP.

YOU DON'T NEED A CAB.

JUST HOP THE ***POWER LINES*** AND RIDE THE GRID TO TIMES SQUARE.

I...I CAN DO THAT?

...IN FACT, YOU OUGHT TO BE ABLE TO ***BEAT*** ME THERE.

DON'T LET THAT MAKE YOU COCKY...

I DON'T SEE WHY NOT.

YOU'RE NOT THE ***FIRST*** ENERGY BEING I'VE ENCOUNTERED, AND THEY'VE ALL BEEN ABLE TO DO SO...

"...AFTER ALL, I'M *STILL* THE SUPERIOR SPIDER-MAN."

WEB-SLINGER! HELL *YOU* BEEN?

UP NORTH-- RECRUITING A POSSIBLE FUTURE *ALLY*. WHAT'S THE SITUATION HERE?

STILL TRACKING DOWN THE LAST OF THE SPACE-UGLIES...

...SO WHERE *IS* THIS SO-CALLED "ALLY," CHUCKLES? YOUR LEGENDARY CHARM SCARE HIM OFF *ALREADY?*

IT'S A *FEMALE*, CAGE-- BY DISPOSITION, IF NO LONGER QUITE BY *BIOLOGY*...

...AND SHE'S ARRIVING BY WAY OF THE POWER LINES.

UH, YEAH...ABOUT THAT...

CAN I GET OUT!

TRAPPED ON THE GRID

...LOOKS LIKE SHE'S HAVIN' TROUBLE FINDIN' THE *EXIT RAMP.*

SPIDER-MAN

BLAST. SHE'S NEW AT THIS...SHE DOESN'T KNOW HOW TO *EMERGE* AND *COALESCE.*

WHERE'S THE RAMBEAU WOMAN?...SHE CAN ASSUME AN ELECTRICAL FORM, FIND HER, AND WALK FULMINA THROUGH IT.

THE "*RAMBEAU WOMAN*" IS A TAD BUSY WITH AN ALIEN INVASION RIGHT NOW...

...SORRY SHE CAN'T BE YOUR SUPER HERO *BABYSITTER.*

BRRRRT BRRRT

QUIET-- MY PHONE...

HELLO?

SPIDER-MAN? IT'S SYLVI-- I MEAN, IT'S FULMINA.

GOOD GIRL... YOU'RE NOT PANICKING. YOU'RE FIGURING IT *OUT...*

OH, I'M FIGURING IT OUT, ALL RIGHT. HERE IN THE GRID, IT'S ALL LAID OUT FOR ME... EVERYTHING.

INCLUDING MY DESTINY.

I'M... SORRY. YOUR WHAT?

YOU WERE RIGHT, I CAN USE MY POWERS TO MAKE THIS A BETTER WORLD.

NOT A WORLD OF BRUTE FORCE AND CHAOS, BUT A QUIETER, SLOWER, MORE CONTEMPLATIVE WORLD. A WORLD WE HAVEN'T SEEN IN SIX HUNDRED YEARS.

FULMINA... WHAT ARE YOU TALKING ABOUT? YOU CAN'T JUST ROLL BACK THE CENTURIES.

NO ONE CAN.

WATCH ME.

SUPERIOR SPIDER-MAN TEAM-UP #4

Midtown Manhattan.

UNBELIEVABLE... SHE'S REALLY *DOING* IT...

...FULMINA REALLY *IS* TAKING OUT THE POWER IN THE CITY, *BLOCK BY BLOCK.*

I CAN FEEL MY REACH EXTENDING, SPIDER-MAN...AS I OPEN MY ARMS AND EMBRACE THIS QUERULOUS, ANXIOUS METROPOLIS AND BRING IT THE SOLACE OF LONG-SOUGHT PEACE...

THE WORLD'S NEWEST *ENERGY SUPERHUMAN* IS USING HER ELECTRICAL POWERS TO LITERALLY BRING ABOUT A NEW *DARK AGE.*

...I CAN FEEL THE RHYTHM SLOWING ALREADY... BECOMING MORE MEASURED...MORE CONTEMPLATIVE...

WHATEVER PLAN I DEVISE TO STOP HER HAS TO FACTOR IN THE ENTIRE ISLAND OF *MANHATTAN...*

...AND I'D BETTER ACCOMPLISH IT BEFORE SHE HITS THE *MAINLAND.*

OF ALL THE RANK *IDIOCY* TO ENCOUNTER AT A TIME LIKE THIS...

...LOOTING AN *ELECTRONICS STORE* DURING A BLACKOUT.

WHERE EXACTLY WERE YOU PLANNING TO PLUG THAT IN?

HER REACH APPEARS TO BE EXPANDING *EXPONENTIALLY...*

...IF I DON'T STOP HER BEFORE SHE CROSSES THE HUDSON BAY, THE ENTIRE **EASTERN SEABOARD** IS AT RISK.

...DAYS MEASURED BY THE HOURS OF THE SUN...NIGHTS SOFTENED BY THE GLOW OF CANDELIGHT...

...CAN YOU IMAGINE IT, SPIDER-MAN?

OH, YES. I CAN IMAGINE HOW IT FEELS TO USE YOUR POWERS TO MAKE YOURSELF A **TYRANT.**

I'M SORRY TO SAY I CAN IMAGINE THAT **VERY WELL.**

I'M NOT A TYRANT! I'M **FREEING** HUMANITY FROM THE TYRANNY OF **PROGRESS** TO DEVOTE THEMSELVES TO POETRY...TO PRAYER... TO **SONG...**

FULMINA...

...YOU'RE BECOMING RATHER A **BORE.**

NNNGH

WHICH IS A **SINGULAR** THING TO SAY ABOUT A SUPER-POWERED TERRORIST WHO'S DISABLING EARTH'S DEFENSES DURING AN ACTUAL **ALIEN INVASION.**

THE INVASION IS A **SYMPTOM,** SPIDER-MAN. THE MORE THIS PLANET EMBRACES TECHNOLOGICAL ADVANCEMENT, THE MORE **EXTRA-TERRESTRIAL ATTENTION** IT'S GOING TO DRAW.

I'M SORRY FOR ALL THE TUMULT, BUT IT'S A NECESSARY WRENCHING AWAY FROM OLD **EVILS...**

"...FUTURE GENERATIONS WILL **BENEFIT** FROM THE SHORT PERIOD OF DISORDER WE NOW ENDURE.

"THEY WILL LOOK BACK ON THOSE WHO SUFFER NOW AS TRUE **HEROES**, WHO SHOOK OFF THE INSANITY OF ENDLESS TECHNOLOGIAL PURSUIT AND RETURNED TO A **PURER** WORLD."

YOU SPEAK AS THOUGH THE CHOICE WAS ***THEIRS***.

BUT YOU'RE ACTING ***ALONE***. NONE OF THE CITIZENS WHOSE WELFARE YOU PRETEND TO CARE ABOUT, WOULD APPROVE OF ***ANYTHING*** YOU'RE DOING.

IT WOULD BE, IF THEY WERE IN THEIR RIGHT MINDS...

...IF THEY WEREN'T **DERANGED** BY A CONSTANT BARRAGE OF IMAGES AND EXHORTATIONS... APPEALS TO THEIR **BASEST** NATURES...

YOU'RE RIGHT ABOUT ***DERANGEMENT*** BEING A FORCE HERE...

...BUT YOUR ***OWN***.

IT'S OBVIOUS YOUR RECENT METAMORPHOSIS HAS UNHINGED YOUR MIND...

...I'D ***PITY*** YOU, IF I WEREN'T PREOCCUPIED WITH ***STOPPING*** YOU.

FORTUNATELY, MY LABORATORY ON SPIDER-ISLAND WILL BE OPERATING ON GENERATOR POWER BY NOW...

...ONCE I'VE MADE CERTAIN *LUCAS CAGE* AND MY OTHER COLLEAGUES HAVE MATTERS SUFFICIENTLY WELL IN HAND, I'LL BE FREE TO GO THERE.

CAGE...

...THE THREAT IS REAL. THE BLACKOUT IS WORSENING.

FORTUNATELY, THE *ALIEN* THREAT SEEMS LARGELY QUELLED FOR THE MOMENT. THOUGH WE CAN'T COUNT ON IT *REMAINING* SO.

IT'S ALL RIGHT, WEB-SLINGER...

...I'VE SENT WORD TO *MONICA*.

SHE'S GOT HER HANDS FULL AT THE MOMENT, BUT AS SOON AS SHE'S FREE SHE CAN JUMP INTO THE POWER GRID AND *TAKE* ON YOUR LITTLE *PROTÉGÉ*.

WHAT? WE DON'T NEED *RAMBEAU* BLUNDERING INTO THIS. I'M PERFECTLY CAPABLE OF HANDLING IT *MYSELF*.

WELL, IT DOES FALL INTO THE "CLEANING UP YOUR OWN MESS" CATEGORY.

WHAT--?

YOU HAD BETTER *NOT* BE ATTEMPTING TO LAY THIS CALAMITY AT *MY* DOOR.

WELL, *YOU'RE* THE ONE WHO INTRODUCED THIS *FULMINA* CHICK TO THE POWER GRID IN THE FIRST PLACE.

AND *ANOTHER* THING...

OH, LET HIM SEND YOUR LITTLE FRIEND AFTER ME, SPIDER-MAN...

QUIET, CAGE--

I'LL SNUFF HER OUT LIKE A MATCH. LIKE I'M DOING EVERYTHING ELSE...

FULMINA, I PROMISE YOU...

WHAT?... SHE'S ON YOUR HEADSET?

...THERE IS *NO PLACE* YOU CAN HIDE. NOT FROM ME...

YOU'RE *TALKING* TO HER? HAVING A FREAKIN' *CONVERSATION?*

WHILE SHE'S BUSY *SHUTTING DOWN* THE *WORLD?*

...I'M COMING FOR YOU. AND NOTHING...

...*NOTHING* WILL PREVENT ME FROM--

--FROM--

HOSPITAL BELOW...*GENERATOR* MUST HAVE FAILED.

LOGJAM OF AMBULANCES... *EMERGENCIES...LIVES* HANGING IN THE BALANCE...

...BUT CAN'T LET THE NEEDS OF A *FEW* CONCERN ME.

HAVE TO KEEP MY FOCUS ON THE *GREATER* THREAT, THE--

--THE GREATER--

DAMN.

DAMN AND *BLAST*. I'VE NO TIME TO SUCCUMB TO THIS KIND OF *DISTRACTION*.

NO TELLING WHAT THIS DETOUR HAS COST ME.

FULMINA'S POWER GROWS *EXPONENTIALLY.*

EVERY SECOND I DEVOTE TO ANY OBJECTIVE OTHER THAN STOPPING HER COULD BE *CRITICAL.*

WHAT ON EARTH CAME OVER ME? WHY DID I *ALLOW* MYSELF SUCH A CARELESS JUDGMENT?

AND WHY...*WHY* DOES SOMETHING THAT MAKES NO OBJECTIVE SENSE...

HORSE POWER

...FEEL LIKE IT MAKES ALL THE SENSE IN THE WORLD?

...SILENCES... ZZT...COMING A BLANKET OF... ZT...BLESSED RENEWAL...

FULMINA STILL *RAVING* AWAY...BUT MORE DISTANTLY. LIKE A *RADIO SIGNAL* GOING OUT OF RANGE.

...ZzZt... GENTLE CARESS OF...zt...RETURNING GLORY OF THE MOON...

TIME TO PROVE WHY I'M THE *GREATEST CHAMPION* THIS CITY HAS EVER KNOWN...

...IF FURTHER PROOF IS *NEEDED*...

...WHICH IT MOST EMPHATICALLY IS *NOT*.

WELCOME TO *EARTH*, SPACE-CRETINS...

JUST ONE LAST MINOR DISTRACTION...

...MAY YOUR STAY HERE BE *SHORT*...

FAAAASH

EEEYAAAGH

...AND BITTERSWEET.

WHAT'S THE MATTER?

SMASH

...CATATONIA GOT YOUR TONGUE?

HMP. GOT TO WATCH THAT *QUIPPING.*

I'M STARTING TO SOUND DISTURBINGLY *PARKER-ISH.*

FULMINA? FULMINA, ARE YOU STILL THERE?

SPIDER-MAN...?

...I'D ALMOST **FORGOTTEN** YOU. YOU SEEM...SO **FAR AWAY.**

YOUR FRIEND **RAMBEAU** IS IN HERE NOW... **LOOKING** FOR ME.

A SAD LITTLE GIRL, LOST IN A DARK WOOD. SHE'S SO TINY...

FULMINA, TAKE MY WORD...

...**FORGETTING** ME WOULD BE THE BIGGEST MISTAKE YOU COULD POSSIBLY MAKE.

I'M SORRY... WASN'T THAT CLEAR...?

WHY... SPIDER-MAN, IS THAT SOME KIND OF **THREAT?**

HORIZON

...YES, FULMINA. IT IS *EVERY* KIND OF THREAT.

I FOUND YOU IN *CONFUSION* AND I GAVE YOU *CLARITY*. I OFFERED YOU COUNSEL AND *GUIDANCE*...

...

WHICH YOU HAVE REPAID WITH *RECKLESSNESS* AND *INGRATITUDE*.

ROBOT! I NEED YOU...

=KK= APOLOGIES, DOCTOR...

MY CHARGE IS VERY LOW. I JUDGED IT BEST NOT TO DRAIN EMERGENCY POWER IN A *BLACKOUT*...

WELL, THEN DON'T WASTE YOUR ENERGY *TALKING*...

...JUST BRING ME THE *NEUROLITIC SCANNER*.

=WHIRR= =CLICK= AS REQUESTED, DOCTOR.

LAST TIME I USED THIS, IT WAS TO PERMANENTLY ERADICATE *PARKER* FROM MY MINDSCAPE. THIS TIME I'LL BE DOING THE *OPPOSITE*.

FULMINA...?

OH, WHAT IS IT, SPIDER-MAN?...I'VE JUST JUMPED ACROSS THE RIVER TO THE BRONX. IT'S ALL SO GLORIOUS...

WELL, I'M GLAD YOU'VE ENJOYED YOUR TRIP...

...BUT UNFORTUNATELY, YOU'VE REACHED *JOURNEY'S END*, FULMINA.

EXCUSE ME...I MEAN *SYLVIA*.

WHAT-- WHERE *AM* I...?

YOU'RE AT THE *CAFÉ DAPHNE* ON WEST 81ST STREET.

OR RATHER, MY *MEMORY* OF IT. WHICH IS VERY GOOD. I BREAKFAST THERE *FREQUENTLY*.

YOU'RE IN MY *MIND*, SYLVIA.

NO...NOT *POSSIBLE*... I WAS SO LARGE--SO *VAST*...

YOUR SIZE IS IRRELEVANT, I'M AFRAID. YOU HAVE NO ACTUAL MASS; YOU'RE MADE OF *ELECTRICITY*...

...AND THE HUMAN BRAIN COMPRISES *NEURONS* THAT ARE LINKED BY *ELECTRICITY*.

I SIMPLY UPLOADED YOU INTO MY HEAD, TO SERVE THAT FUNCTION FOR *MINE*.

YOU'RE PART OF MY *BRAINWAVES* NOW.

NO--

AND, AS *MENTAL ENERGY*, YOU'VE REFLEXIVELY TAKEN THE FORM OF YOUR *ESSENTIAL* SELF.

NOT FULMINA... BUT STUDENT *SYLVIA PRELL*.

NO...YOU *TRICKED* ME...

I'D HAVE THOUGHT YOU'D ***WELCOME*** THIS. YOU TOLD ME YOU DIDN'T ***WANT*** TO BE FULMINA. YOU ***HATED*** YOUR METAMORPHOSIS.

I DID.

BUT THAT WAS BEFORE I DISCOVERED MY POWER TO ***REMAKE*** THE WORLD.

OH, YOU MEAN...

...THIS?

YES...THE WORLD WE ONCE HAD, AND LOST!

LET ME GO-- ***PLEASE***--SO I CAN FINISH THE JOB!

LET YOU GO...?

...SO YOU CAN ROLL BACK THE CENTURIES, AND RESTORE THE WORLD OF THE *MIDDLE AGES?*

A WORLD WITHOUT THE CLAMOR OF *INDUSTRY*, THE PACE OF *TECHNOLOGY*, THE BLARE OF THE *MEDIA*...

...A WORLD WITHOUT THE LOCKSTEP CONFORMITY OF THE MODERN WORLD...THE ONEROUS DUTIES OF *CITIZENSHIP*...THE BURDENS OF *PERSONAL FREEDOM*...

...A WORLD OF POVERTY AND PLAGUE...CRUDE, PRIMITIVE MEDICINE...RAMPANT SUPERSTITION... BRUTAL CLASS DIVISIONS... INCESSANT, INTERNECINE WARFARE...

...YOU WANT TO RETURN US TO *THIS?*

NO--YOU'RE *TWISTING* IT ALL AROUND--

--MAKING IT UGLY--

--STOP IT--

WHAT? WHAT WAS *THAT?*

NOTHING-- I DON'T KNOW WHAT YOU'RE--

FOR A SECOND, YOU WERE *SOMEBODY ELSE...*

...BUT-- BUT THAT MEANS--

--IF *YOU* CAN ALTER YOUR ESSENTIAL SELF IN THIS PLACE...

...SO CAN I.

I OUGHTTA FRY YOUR BRAIN TO A *CRISP.*

YOU MIGHT TRY.

BUT YOU'D DIE *WITH* ME, I'M AFRAID...

...I THINK YOU'LL FIND IT'S PREFERABLE TO *COEXIST* WITH ME. YOU WOULDN'T BE MY FIRST PASSENGER...BUT YOU'D BE THE FIRST WHO COULD APPRECIATE THE QUALITIES OF A SUPERIOR *MIND.*

ORDINARILY, I'D PRESUME THAT WOULD BE A *WELCOME* CONCEPT TO SOMEONE WHO CALLS HERSELF A *STUDENT...*

...BUT APPARENTLY YOU'VE JETTISONED YOUR *REASON* WITH YOUR *PHYSICAL FORM.*

RATHER THAN RESPOND TO MY *CRITIQUE* OF YOUR IDEAL WORLD, YOU THREATEN TO *KILL* ME...

I HAVEN'T JETTISONED *ANYTHING.* MY PHYSICAL FORM WAS *STOLEN* FROM ME.

BUT NOT YOUR *MIND.* AND YET, RATHER THAN RESPOND TO MY *CRITIQUE* OF YOUR IDEAL WORLD, YOU THREATEN TO *KILL* ME...

...SILENCE THE *THINKER* IF YOU CAN'T ANSWER HIS *IDEAS,* IS THAT IT? AND YET YOU--

ALIEN ARMADA SIGHTED OVER MANHATTAN

EH--? A REPORT FROM ONE OF MY *SPIDER-BOTS...*

...MUST BE A *SECOND WAVE* OF THE INVASION!

I WAS AFRAID OF SOMETHING LIKE THIS!

...DAMN AND BLAST!

STILL DEALING WITH THE FALLOUT FROM THE *FIRST* ASSAULT...AND WITH THE CITY *EXPOSED* AND UTTERLY *HELPLESS*.

CAN YOU *SEE* THIS, FULMINA?

CAN YOU COMPREHEND THE *FORCES* TO WHICH YOUR SQUALID LITTLE AGRARIAN WORLD WOULD BE LEFT VULNERABLE?

THINK, WOMAN!

IT'S NOT JUST *EARTH* THAT HAS ADVANCED AND GROWN DENSER, DEEPER, AND MORE COMPLICATED...

...IT'S THE ENTIRE *COSMOS*. WE ALL EVOLVE *TOGETHER*, LIKE CELLS IN AN ORGANISM...

...AND THOSE WHO DON'T, GET *PREYED* UPON... *CONSUMED* BY THE REST. ULTIMATELY, IT'S NOT *CULTURE* THAT MATTERS A DAMN...

...IT'S *LIFE*.

THE FRAGILE STRAND OF *BEING* THAT YOUR IDEAS WOULD EXPOSE TO AN ONSLAUGHT.

IDEOLOGY CAN NEVER BE ALLOWED TO TAKE PRECEDENCE OVER *SURVIVAL*.

DO YOU *UNDERSTAND* ME, FULMINA?

LET ME GO, SPIDER-MAN...

I MEAN TO.

I'VE MADE MY CASE. YOU KNOW WHAT YOU MUST DO.

...

I DO. I KNOW.

GOODBYE, SPIDER-MAN.

WELL...?

I'M WAITING...

AH!

ONE PROBLEM SOLVED.

NOW TO THE SMALL MATTER OF THWARTING THIS TIRESOME ARMADA.

FIRST I'LL HAVE TO--

--WHAT?

KAPOW

KAPOW

KAPOW

SPLAT

AAAAGGH

I...

...I DO BELIEVE I'VE JUST GIVEN THE WORLD MY FIRST *SUPER HERO PROTEGÉ.*

A ROCKY APPRENTICESHIP, TO BE SURE...

...BUT FOR HER FIRST MARKS--

--AND, ALAS, VERY PROBABLY HER *LAST*--

--I CAN ONLY SAY...

...EXCEEDS EXPECTATIONS.

FULMINA...WHEREVER YOU ARE...YOU HAVE MADE ME...

...PROUD.

INHUMANITY: SUPERIOR SPIDER-MAN #1

YET ANOTHER DISASTER HAS STRUCK MANHATTAN.

A RACE OF BEINGS CALLED THE *INHUMANS*--A BIOLOGICAL OFFSHOOT OF HUMANITY BOASTING REMARKABLE POWERS AND ADVANCED TECHNOLOGY--LOCATED THEIR FLOATING CITY ABOVE OURS.

WITH *PREDICTABLE* RESULTS, WHEN THE MAD GOD *THANOS* ATTACKED.

TO MOST, THIS IS A TIME TO DIG OUT, CLEAN UP, BURY THE DEAD AND MAKE REPAIRS.

BUT TO THE *SUPERIOR SPIDER-MAN*...

...IT IS *OPPORTUNITY.*

HNNGGHHH!

MOVE, MOVE, *MOVE!* SPRAY DOWN THE AREA!

LET'S GO! THE MAN'S STANDING IN GASOLINE! YOU THINK HE CAN HOLD THAT UP ALL DAY?

DON'T... WORRY, CAPTAIN...

I WON'T HAVE TO.

MAGNETIC BOND SECURE, BOSS. WE GOT IT.

YOU OKAY? YOU COULDA HAD YOUR ROBOT JUST PICK UP THE DEBRIS IN THE FIRST PLACE.

NO. TOO RISKY...ALL THAT METAL ON METAL. IT REQUIRED PRECISION. ONE SPARK AMID THE FUEL TANKS, AND...

YEAH. KABOOM.

WHAT SHOULD WE DO WITH THIS, BOSS?

TAKE IT BACK TO *SPIDER-ISLAND*. I'LL ANALYZE IT FOR HAZARDOUS MATERIALS AND SEE IT'S SAFELY DISPOSED OF.

WELL, WE OWE YOU. A LOTTA PEOPLE NEED A HOSPITAL RIGHT NOW, AND WE CAN FINALLY REOPEN THIS ONE. YOU DON'T GET ENOUGH CREDIT FOR WHAT YOU DO.

I DON'T DO THIS FOR GLORY. HELPING OUR FELLOW CITIZENS IS ITS OWN REWARD.

IT ALSO DOESN'T HURT THAT I AM AMASSING A *TREASURE TROVE* OF INHUMAN TECHNOLOGY... WHICH WILL GIVE ME AN INCALCULABLE ADVANTAGE, AS BOTH *SPIDER-MAN* AND PETER PARKER, CEO OF *PARKER INDUSTRIES.*

AND HELP ME SERVE AND PROTECT THE PUBLIC, OF COURSE.

HOW DO THEY STAND IT? CRAWLING FROM THE WRECKAGE OF ONE CRISIS, ONLY TO BE HIT WITH ANOTHER? HAVING NO CONTROL OVER THEIR WORLD, THEIR VERY *LIVES?*

I'VE KNOWN NO GREATER TORTURE THAN BEING TRAPPED IN MY OLD, DYING FORM...THE DECREPIT, DETERIORATING SHELL OF *DOCTOR OCTOPUS.*

BUT EVEN THEN, I REFUSED TO ACCEPT MY LOT. I HATCHED PLANS. ACTED. *FOUGHT.* I *ROSE ABOVE* MY LIMITATIONS.

NOW MY GREATEST ENEMY'S BODY--HIS *LIFE*--BELONGS TO ME. AND I'VE IMPROVED IMMEASURABLY UPON *THAT* AS WELL.

I REALIZE THESE POOR FOOLS LACK MY GENIUS, BUT THE WAY THEY SIMPLY *ACCEPT* THEIR FATE...AS IF THEY DESERVE NO BETTER...

I KNOW IT'S UNFAIR OF ME TO JUDGE THEM BY MY STANDARDS. AFTER ALL, DOES A SHEEP KNOW IT IS A SHEEP? BUT STILL...

OPEN FOR BUSINESS

BOSS, IT'S NUMBER TWELVE. YOU SAID TO KEEP YOU POSTED ON REPORTS OF INHUMAN TECH. WELL...

...I THINK WE GOT ONE.

MOVING IN FOR ANALYSIS.

NO! WAIT UNTIL I--

MAYDAY! I'M LOSING POWER!

CAN'T HOLD HER! I'M GONNA--

THWIP

YOU WILL TURN IN YOUR UNIFORM AND COLLECT YOUR SEVERANCE CHECK.

AND SHOULD YOU OBTAIN A JOB LIKE THIS IN THE FUTURE, YOU WILL LEARN TO *OBEY ORDERS.*

SPIDER-MAN! LIEUTENANT COYLE. MY GUYS ARE EVACUATING THE BUILDING, BUT WE'VE LOST ALL COMMS.

I'M NOT SURPRISED. WHATEVER'S HAPPENING, IT SEEMS TO INTERFERE WITH ENERGY SOURCES. BRIEF ME ON THE BUILDING. I TAKE IT IT'S AN IMPACT SITE?

IF YOU CAN GET ME TO THE ROOF, I'LL SHOW YOU.

I'M USUALLY THE ONE DOING THE CARRYING.

A CHUNK OF SOME INHUMAN BUILDING LANDED ON THE ROOF. DIDN'T DO MAJOR STRUCTURAL DAMAGE, NO SIGN OF *HAZARDOUS* MATERIALS, SO WE TAGGED IT LOW PRIORITY.

YOU DIDN'T *EVACUATE* THE RESIDENTS?

TO WHERE? HOTELS AND SHELTERS ARE FULL. HOSPITALS ARE DEALING WITH CASUALTIES AND FOLKS TURNING INTO *COCOONS* OR WHATEVER.

THOSE WHO HAD FAMILY, SOMEWHERE TO GO, SURE, THEY LEFT. THOSE WITH SPECIAL NEEDS, JOBS THEY HAD TO GET TO...THEY STUCK AROUND.

THERE.

HOLD ON, THAT DOOR WASN'T OPEN BEFORE. WE COULDN'T GET INSIDE THE THING.

WELL, CLEARLY SOMEONE HAS. SOMEONE *INGENIOUS* ENOUGH TO GET PAST YOUR CRIME SCENE TAPE.

CUT THE SARCASM, PAL, THIS CITY'S A DISASTER AREA. WE HAD TO PRIORITIZE. WE SAW NO SIGN THIS WAS DANGEROUS.

AND IT ISN'T NOW. WHATEVER WAS INSIDE HAS BEEN REMOVED.

BUT HASN'T GONE FAR. YOU HAVE A LIST OF RESIDENTS?

RIGHT HERE.

THAT'S APARTMENT 10D. ARTHUR AND SUSAN SCHWEIBE, BOTH UNEMPLOYED.

PROBABLY SCAVENGING FOR SOMETHING TO SELL...

...AND NOW I HAVE TO SAVE THEM FROM THEIR OWN GREED AND STUPIDITY.

MRS. MULLIGAN? WHY ARE YOU STILL HERE?

FEEL... WEAK. DIZZY.

SOMETHING'S SAPPING ARTIFICIAL POWER SOURCES. IT STANDS TO REASON IT WOULD AFFECT BIO-ENERGY AS WELL.

IT'S INTENSIFYING. GET HER OUT. YOU AS WELL.

SURE. AS SOON AS EVERYONE'S SAFE.

BRAVE. BUT, IF MY SUSPICIONS ARE CORRECT, DOOMED... ALONG WITH THE REST OF THE BLOCK.

UNLESS I PUT A STOP TO THIS.

MR. AND MRS. SCHWEIBE! YOU'RE TAMPERING WITH DANGEROUS FORCES. RISKING YOUR LIVES AND THOSE OF EVERYONE IN THE BUILDING.

DO THE PROPER THING. STOP THIS *IMMEDIATELY*--

UNGH!

CRACK

THE PROPER THING? THAT'S ALL I'VE EVER DONE.

PLAYED BY THE RULES WHILE THE WORLD SUCKED ME DRY. TOOK *EVERYTHING* I HAD.

NO MORE.

YOU WON'T TAKE OUR LAST CHANCE!

SENSED THAT COMING, BUT I'VE *SLOWED DOWN*. HIS DEVICE IS AFFECTING ME.

SPLIT

DAMN. IT'S ALSO DISABLED MY WEB-SHOOTERS.

IT DOESN'T MATTER. THIS ISN'T DOCTOR DOOM. IT'S A PATHETIC, MIDDLE-AGED FOOL, USING EQUIPMENT HE'S UNFAMILIAR WITH.

BKRAAKA

ONE WELL-PLACED BLOW WILL END THIS.

THROK

NOT ENOUGH.

SMACK!

KZAAT

MY TURN.

I'M NOT WEAK ANYMORE. THIS MAKES ME STRONGER.

LIKE IT MAKES *HER* STRONGER.

KRASH

IT TELLS ME WHAT TO DO.

WHRAMM

IT'S AFFECTING YOUR MIND, YOU DOLT!

LISTEN TO ME, YOU HAVE TO TAKE IT OFF--

NO!

VZSHAMM

I'M SICK OF SEEING EVERYONE ELSE GET THE BREAKS.

ALL OVER THE WORLD. PEOPLE BEING CHANGED, ***REBORN.*** LIKE MIRACLES, FROM THE SKY.

WEB-SHOOTERS DON'T WORK...BUT I STILL HAVE THE CARTRIDGES OF FLUID.

THIS IS *OUR* MIRACLE.

LET HIM BREAK IT OPEN...

SPOOSH

AGH!

THOSE PEOPLE HAVE LATENT INHUMAN DNA. AND IT'S ***HARDLY*** A GIFT. IT--

WHAT ABOUT *YOU?* YOU AND YOUR KIND?

YOU GET *HURT*, YOU HEAL! LIKE IT NEVER HAPPENED! YOU *DIE*, AND YOU COME BACK TO LIFE!

KRAKLL

AND DON'T TELL ME IT'S 'CAUSE YOU'RE ALIENS OR GODS OR MUTANTS! DON'T TELL ME IT'S BECAUSE YOU'RE *SPECIAL!*

KRAKLL

SHE'S SPECIAL.

SHE'S SPECIAL TO *ME.*

KATIPATINE. A CANCER DRUG.

NOW I SEE.

DON'T YOU GO NEAR HER!

I WON'T. BUT THERE'S SOMETHING YOU NEED TO KNOW.

WHAT LANDED ON YOUR ROOF ISN'T PART OF A HOSPITAL.

IT'S AN *ARMORY.*

THIS EQUIPMENT ISN'T MEANT TO *CURE* DISEASE. IT'S TO STRENGTHEN WOUNDED WARRIORS TO FIGHT ON... WHILE WEAKENING THE ENEMY.

BY *FEEDING ON THEIR LIFE FORCE.*

IF YOU KEEP THIS UP, YOU'LL KILL EVERYONE IN A FIFTY-YARD RADIUS.

GKK!

I KNOW.

I TOLD YOU, IT *TALKS* TO ME.

SHE'S DOING BETTER THAN SHE WAS. *STRONGER.*

EVEN IF THIS WON'T CURE THE CANCER, MAYBE IT'LL HELP HER BODY FIGHT IT. KEEP HER *ALIVE.*

FOR THAT, I'D KILL *EVERYONE IN THIS CITY.*

AND TO STOP YOU...I'LL HAVE TO KILL *YOU.*

DON'T MAKE ME DO THIS. EVEN WITH THE ARMOR... YOU WON'T SURVIVE... A CUT THROAT.

MAYBE. MAYBE NOT. I DON'T CARE.

WHEN YOU LOVE SOMEONE, YOU'LL DO *ANYTHING* FOR THEM. NO MATTER WHAT IT COSTS. THAT'S WHAT LOVE *IS.*

THEY COME FIRST. *NOTHING ELSE MATTERS.*

THEN WHY'S SHE *ASLEEP?*

IF SHE'S STRONGER... WHY ISN'T SHE *AWAKE?*

COYLE, YOU FOOL! I TOLD YOU TO EVACUATE!

COULDN'T. TOO MANY PEOPLE STILL IN HERE. I'M TOO WEAK TO CARRY 'EM...AND THEY'RE TOO WEAK TO MOVE.

COYLE LIEUTENANT 17

'CAUSE YOU CAN'T SAY NO TO HER.

I'VE LOST PEOPLE. TOO MANY. I KNOW YOU GET ANGRY.

YOU'RE STEALING THEIR LIFE FORCE, SCHWEIBE. GIVING IT TO HER.

AND SHE *DIDN'T WANT YOU TO.*

SLEEPING PILLS. YOU DRUGGED HER. SO SHE COULDN'T TELL YOU TO STOP.

BUT IF YOU USE THEM AS AN EXCUSE TO DO THINGS YOU KNOW THEY'D HATE... YOU'RE NOT DOING IT FOR THEM.

YOU'RE DOING IT FOR *YOU.*

LIEUTENANT 17 FIRE DEPT

KLANG

I'M SO SORRY, HONEY.

IT WOULDN'T HAVE WORKED. IT'S NOT WHAT THE MACHINERY WAS DESIGNED FOR.

EVEN THE INHUMANS DON'T HAVE A CURE FOR CANCER.

KRRTCH

BUT I KNOW A MAN...*DR. ELIAS WIRTHAM*. HE RUNS A CLINIC CALLED THE *H.E.A.R.T. CENTER*. HE HAS ACCESS TO NEW AND EXPERIMENTAL THERAPIES.

I DON'T KNOW IF HE CAN HELP. I CAN'T MAKE ANY PROMISES. BUT HE'S AS CLOSE TO A MIRACLE WORKER AS I KNOW IN THE FIELD.

YOU--YOU'D DO THAT FOR ME? AFTER I ALMOST KILLED YOU...ALL THOSE PEOPLE?

I AM NOT DOING IT FOR YOU. I'M DOING IT FOR HER.

WHATEVER THE OUTCOME...

...SHE HAS A DIFFICULT PATH AHEAD.

I JUST REALIZED...I'M GOING TO JAIL. I WON'T BE HERE FOR HER.

WE DON'T HAVE KIDS... FAMILY'S ALL GONE...WHO'S GOING TO--

LIEUTENANT COYLE. WHEN THE EXOSKELETON WAS DEACTIVATED, YOU SEEMED TO RECOVER IMMEDIATELY.

YEAH. GOOD AS NEW.

ASSUMING THAT'S ALSO THE CASE FOR THE OTHERS IN THE VICINITY...

...THE ALIEN TECHNOLOGY AFFECTED YOUR MIND. I'LL TELL THE AUTHORITIES YOU AREN'T RESPONSIBLE FOR YOUR ACTIONS.

I...I DON'T KNOW WHAT TO--

ARTHUR? ARE YOU THERE?

I'M HERE, SUSIE. ALWAYS.

YOU'VE BEEN ON KIND OF A LAW AND ORDER KICK LATELY. MIND IF I ASK WHY YOU DID THAT?

HE'S NOT A CRIMINAL. WITHOUT THE INHUMAN TECHNOLOGY, HE'S NO THREAT TO ANYONE.

AND WHAT HIS WIFE IS ABOUT TO FACE...

...NO ONE SHOULD GO THROUGH ALONE.

LOOK, I CAN'T LET YOU GUYS IN UNTIL I GET THE ALL-CLEAR FROM MY LIEUTENANT.

LISTEN, LOSER, IT'S MY BOSS WHO SAVED YOUR USELESS BUTT, SO GET OUT OF OUR WAY AND--

QUIET.

THE FIREMEN WILL SECURE THE SCENE. YOU ARE HERE TO ASSIST THEM IN ANY WAY THEY DEEM FIT. IS THAT *CLEAR?*

W-WHATEVER YOU SAY, SIR.

YOU WILL TREAT THEM WITH *RESPECT*, AND FOLLOW THEIR COMMANDS TO THE LETTER.

TODAY, THEY ARE YOUR *SUPERIORS.*

AND MINE.

SUPERIOR SPIDER-MAN TEAM-UP #5

New York City.

FINALLY.

THIS IS THE MOMENT I'VE BEEN WAITING FOR.

UNDER ANY NORMAL CIRCUMSTANCE, I, THE *SUPERIOR SPIDER-MAN*, MIGHT BE GLAD TO SEE *ALCHEMAX* COME UNDER FIRE.

ALCHEMAX

THEIR SCIENCE IS NOTHING COMPARED TO MINE. THEY ARE AN ANNOYANCE, AND THEIR DESTRUCTION WOULD AMUSE ME.

BUT THEN, THE WHOLE "INNOCENT LIVES" OF IT ALL COMES INTO PLAY. ARE THEY INNOCENT? WHO'S TO SAY?

WHAT ARE YOU ALL DOING?! WE'RE EVACUATING THE BUILDING, GET OUT OF HERE!

IN NORMAL CIRCUMSTANCES, I MIGHT SAY THAT THEY BROUGHT THIS ON THEMSELVES.

Liz Allan.
C.E.O.,
ALCHEMAX

AHH!

CRASH!

AAIIEE!

MOVE!

BUT THIS ATTACK IS NOT A NORMAL CIRCUMSTANCE.

THEY ARE THE WRECKING CREW, AND THIS...

THIS IS SUPER-CRIME.

THIS IS NOT HAPPENING. WE HAVEN'T EVEN BEEN IN BUSINESS THAT...

UH-OH.

MISS ALLAN, WE SHOULD GO!

AND TODAY I'M CONDUCTING SOMETHING OF AN EXPERIMENT.

HOW ARE YOU NOT DEAD ALREADY?!

UHN!

I'VE WORKED WITH THE WRECKING CREW BEFORE. THERE'S ***BULLDOZER***, WITH THE IDIOTIC ABILITY TO CRUSH THINGS WITH HIS HEAD.

PILEDRIVER, WITH THE POWER OF PUNCHING.

THE GLOWING GIRL, SHE FLEW AWAY WITH BULLDOZER.

FORGET HER! THUNDERBALL, YOU GOT THIS THING?

THEIR LEADER, ***THE WRECKER***, WITH THE POWER OF USING A CROWBAR. IT'S HARD NOT TO COWER IN FEAR.

I'M ON IT.

IF I WAS A ***QUANTUM PARTICLE ENGINE***, WHERE WOULD I BE?

THUNDERBALL IS THE SMART ONE. YOU CAN TELL FROM THE GIANT METAL BALL.

THE ONLY THING THAT GIVES ONE PAUSE IS THAT THEY ALL SHARE IN SOME KIND OF ASGARDIAN "MAGIC," MAKING THEM MORE THAN A MATCH FOR THE FRIENDLY NEIGHBORHOOD SPIDER-MAN.

BUT TODAY, SPIDER-MAN ISN'T ALONE.

LYLA, ANY HISTORY ON THIS?

THERE SURE IS, MR. O'HARA. THE QPE IS A PROTOTYPE ENERGY CONDUIT CREATED BY ALCHEMAX IN THE EARLY 21ST CENTURY.

WHAT'S IT DO?

WELL, IN THREE DAYS TIME, IT'S GOING TO DESTROY THE MAJORITY OF OLD NEW YORK.

YOU COULD HAVE LED WITH THAT.

Miguel O'Hara.

A.K.A. SPIDER-MAN 2099.
A.K.A. FROM AN ALTERNATE FUTURE.

TODAY-- WAIT.

THE GIRL. I VAGUELY RECALL PUNCHING HER ONCE. "***SUN GIRL***," I THINK SHE'S CALLED.

WELL, I'M NOT WAITING FOR HER. LET THE TRIAL BEGIN!

ATTENTION, IMBECILES!

...WHAT THE SHOCK?

THAT DOESN'T REALLY NARROW IT DOWN, DOES IT? LET ME BE MORE SPECIFIC...

ATTENTION, IMBECILES KNOWN AS THE WRECKING CREW!

DOES HE MEAN US?

YEAH...AND THAT'S A DEAD MAN TALKING RIGHT THERE.

I ADVISE YOU TO SURRENDER, YOU FOUL SMELLING, THICK-NECKED MORONS... AS YOU ARE OUTMATCHED IN EVERY CONCEIVABLE WAY!

BUT SPECIFICALLY IN INTELLECT AND POWER!

IS HE FOR REAL?

I HAVE NO IDEA.

IS THAT SERIOUSLY--

--SPIDER-MAN?!

BUT, ON THE OTHER HAND, IF YOU WANT A FIGHT...

RRRAAA!

KILL HIM!

...BRING IT ON, YOU PANSIES.

YOU'RE DEAD, BUG! DO YOU HEAR ME?

YOU'RE--

NYEARGHH!

WHOOSH!

MURFFFF!

SHIII

RRAAK!

YAAAAH!

WHAT IN THE--

--HELL?

WRECKING CREW! PREPARE TO FACE JUSTICE AT THE HANDS OF...

THE SUPERIOR SIX!

IS THAT ELECTRO? AND SANDMAN? AIN'T THEY THE SINISTER SIX? AIN'T THEY THE *BAD GUYS*?!

WHAT THE @#$% ARE THEY DOING WORKING WITH HIM?

THEY TURNED *HERO!*

KILL 'EM ALL!

TO THIS, I SAY...

WHO NEEDS THE AVENGERS?

MYSTERION! VULTURE! SANDMAN!

WHAK!

SHOW THESE VILLAINS THE ERROR OF THEIR WAYS, JUST LIKE YOU'VE LEARNED AND ARE REPENTING FOR!

UHN!

NO! NO! GET IT AWAY!

YES, I AM LAYING IT ON QUITE THICK.

WAAHH!

I AM PAYING MY DEBT TO SOCIETY!

NOT FOR THE WRECKING CREW'S BENEFIT...BUT ANY WITNESSES OR MEDIA IN THE AREA.

AFTER ALL, SPIDER-MAN CAN'T BE SEEN CAVORTING WITH KNOWN CRIMINALS. BUT THE WORLD LOVES A REDEMPTION STORY.

CRIME DOESN'T PA-- URMF!

HM. SANDMAN IS MOVING TOO SLOW.

FOCUS...

HEY...HEY! I'M TALKING TO YOU! AREN'T THOSE THE BAD GUYS?!

WILL YOU BE QUIET, SUN GIRL? I'M CONCENTRATING.

AND BESIDES, "BAD" IS RELATIVE.

YOU THINK YOU'RE SO SMART?!

THAT'S QUITE THE UNDER-STATEMENT.

BUT I FEEL CONFIDENT I'M SMARTER THAN SOMEONE WHO MAKES DEALS WITH THE LORD OF LIES.

WRECKER!

YOU DARE SQUANDER THE POWER I'VE GIVEN YOU WITH PETTY *CRIME*?!

LOKI--?!

NYAAAHH!

NOT LOKI. THE *CHAMELEON*. FOOL.

OH, COME ON!

DON'T NEED TO SEE YOU TO SMASH YOU, GIRL!

UHN!

ONE SIDE, "SUN GIRL." THE ADULTS ARE SPEAKING.

I DON'T UNDERSTAND...HOW COULD THEY EVEN KNOW ABOUT THE PARTICLE ENGINE? IT'S STILL UNDER DEVELOPMENT, TRIALS HAVEN'T EVEN STARTED...

INDUSTRIAL ESPIONAGE. WELCOME TO THEORETICAL SCIENCE.

THIS IS INSANE...I DON'T EVEN KNOW WHICH ONES ARE TRYING TO ROB US NOW...

NEW YORK IS SAVED, AND I DIDN'T EVEN NEED MY COSTUME. THE PAST IS *EASY*--

FOR MORE OF MIGUEL'S ADVENTURES IN THE PRESENT SEE SUPERIOR SPIDER-MAN 18! -SUPERIOR SANA

UHN!

CHOOM!

WRECKER! I HAVE THE *ITEM*! LET'S MOVE!

WE'RE PULLING OUT, BOYS!

NOT SO FAST, WRECKER!

AAHHH!

WHO'S SMART NOW?!

SSSSS...

NYEAARGH!

AHHH!

HEY! HEY!

ARE YOU OKAY?!

FEEDBACK FROM SANDMAN'S CONTROL PIECE! HAVE TO FIGHT THROUGH IT!

HAVE TO FOCUS--

FOCUS.

GAH!

HAHAH!

GOTCHA, YA STUPID OLD BIRD!

NO...

...MY TEAM IS FALLING APART.

DO YOU THINK I'M STUPID?!

NEED TO PULL OUT. THE TRIAL WAS TOO SOON.

WORSE, I CAN FEEL THEM FIGHTING ME...

ARE YOU GOING TO DO SOMETHING!?

NO? WELL THEN I AM.

HEY, BALL GUY!

EAT LIGHT!

FWASH!!

UH!

GEEZ!

...

SPIDER-MAN.

UH-OH. THAT'S NOT GOOD.

NYPD

ENOUGH OF THIS!

KRA-KA-THOOM!

CAN BARELY THINK...THE CONCUSSIVE FORCE OF WRECKER'S IDIOTIC *CROWBAR*...

SOMEONE... SOMEONE STOP HIM...STOP HIM BEFORE HE CAN DO IT AGAIN...

STOP HIM? KID, I'M GONNA *KILL* HIM.

STOP!

SUBMISSION.

AS WAS MEANT TO BE. EVERYTHING IS PERFECT. EVERYTHING IS GOING TO BE--

--SUN GIRL.

THERE IT IS...

SPIDER-MAN!

I DON'T KNOW HOW YOU KNEW THAT WE WERE UNDER ATTACK, BUT THANK YOU.

THE ENGINE THAT THOSE MEN WERE TRYING TO STEAL--

--IS COMING WITH ME.

UNTIL I DETERMINE WHY THE WRECKING CREW WANTED IT, YOUR LITTLE DEVICE IS SAFER IN MY HANDS.

WHAT? YOU CAN'T DO THAT!

SPIDER-MAN!

SPIDER-MAN!

Battery Park.

IN ANOTHER LIFE, I WAS PART OF A TEAM. I WAS DOCTOR OCTOPUS, THE LEADER OF THE SINISTER SIX.

AND WHILE THEY WOULD OCCASIONALLY FAIL ME, OR BETRAY ME, OR TRY TO KILL ME, FOR THE MOST PART THE COLLABORATION WAS SUCCESSFUL.

BECAUSE UNLIKE THE *AVENGERS*, THE SINISTER SIX WOULD GENERALLY *OBEY* ME...LIKE A GOOD TEAM SHOULD.

FOR SEVERAL MONTHS, I'VE GONE TO SOME LENGTHS TO COLLECT THE MEMBERS OF MY OLD TEAM.

USING SIMILAR TECHNOLOGY THAT I USED TO CONTROL MY OCTO-BOTS... I MEAN MY *SPIDER-BOTS*, I NOW CONTROL MY SUPERIOR SIX.

EACH OF THEM IS SUBJUGATED TO MY WILL, UNDER MY DIRECT CONTROL...THEY ARE NOW THE *PERFECT* TEAM.

UNTIL I TURN THEM OFF.

YOU'RE *DEAD!* DO YOU HEAR ME?!

KILL YOU!

NYEAAA!

WHEN I GET OUT OF HERE, I'M GOING TO FRY YOU UNTIL YOUR EYES EXPLODE! I'M GOING TO--

GO AHEAD, ELECTRO. TRY.

AGAAHH!

EACH OF YOUR CELLS IS SPECIFICALLY DESIGNED TO NEGATE YOUR POWERS. YOUR PENANCE WILL NOT BE CUT SHORT.

WHAT DID YOU DO TO US?! I COULDN'T THINK... I COULDN'T MOVE WITHOUT YOU TELLIN' ME...

KRAAK!

YOU THINKING FOR YOURSELF HAS ALWAYS BEEN THE PROBLEM, SANDMAN. BUT THAT'S OVER NOW.

BECAUSE YOU SEE... YOU'RE MY RESPONSIBILITY.

HUAH... HUAH...

AND I INTEND TO MAKE SURE YOU NEVER HURT ANYONE AGAIN.

PLEASE... I JUST WANT TO GO HOME.

YOU CAN'T DO THIS!

YOU'VE MADE YOUR BEDS, GENTLEMEN.

ALTHOUGH IF YOU'RE THINKING ABOUT TRYING TO ESCAPE...

...LEARN FROM THE EXAMPLE OF THIS POOR FELLOW.

ONE OF THE RUSSIAN MERCENARIES THAT WAS SENT TO KILL CHAMELEON... THE LESS THEY KNOW ABOUT THAT, THE BETTER.

HE'S WORSE THAN WE EVER WERE. HE'S TURNED INTO SOME KINDA MONSTER.

WE'RE GONNA GET OUT OF HERE, MARKO.

AND WHEN WE DO... SPIDER-MAN'S GOING TO WISH HE WAS NEVER BORN.

UHNN...

SHE'S WAKING UP.

CALL THE BOSS.

HE ALREADY KNOWS. HE *ALWAYS* KNOWS.

HEY... SUN GIRL, RIGHT? YOU OKAY?

HEAD HURTS.

WHERE--

WHERE AM I?

YOU HAVE TO STAY HERE UNTIL THE BOSS SHOWS.

OHMIGOD.

WHAT? WAIT--

GAAH!

THINK! THINK FAST... MAKE GOOD DECISIONS...

I'M...I'M IN THIS PLACE. PRISONER. SOME KIND OF EVIL-LOOKING SECRET HIDEOUT--

OH, DAMN.

THAT'S BIG.

WELCOME TO SPIDER-ISLAND, SUN GIRL.

PLEASE DON'T MAKE ME KNOCK YOU OUT AGAIN. I DIDN'T PARTICULARLY ENJOY IT THE FIRST TIME.

SPIDER-MAN?!

YOU'VE CAUSED ME QUITE A PROBLEM, YOUNG LADY.

YOU NEED TO TELL ME WHO YOU ARE... AND WHERE YOU GOT THAT EQUIPMENT.

WHAT DO YOU MEAN, YOU DIDN'T ACQUIRE THE PARTICLE ENGINE?

LOOK, THINGS GOT COMPLICATED. SPIDER-MAN SHOWED UP, ANOTHER TEAM OF BAD GUYS GOT INVOLVED...LIKE I SAID.

COMPLICATED.

AND COMPLICATED COSTS EXTRA.

ONCE THE ENGINE IS IN MY POSSESSION, MONEY WILL BE NO OBSTACLE.

I INTEND TO BLEED THIS CITY DRY OF IT.

WELL, THAT'S ALL WONDERFUL AND SUCH, BUT THERE'S *SIX* OF THEM AND *FOUR* OF US...SEVEN OF THEM IF YOU COUNT THE GIRL.

WE NEED MORE GUYS.

NO... YOU NEED A TEAM.

IF SPIDER-MAN WISHES TO INTERFERE WITH MY PLANS AGAIN, THEN HE'LL FACE *LIGHTMASTER* AND HIS *MASTERS OF EVIL!*

WE GETTIN' THE BAND BACK TOGETHER?

OHHHH, YEAH. TIME FOR A BUG HUNT.

SUPERIOR SPIDER-MAN TEAM-UP #6

NEWS 8

--BREAKING NEWS TONIGHT AS SPIDER-MAN'S WAR ON CRIME HAS APPARENTLY GONE TO THE NEXT LEVEL...AGAIN.

Avengers Tower.
CAPTAIN AMERICA

BUT THIS TIME, HE'S NOT ALONE.

SHINK!

SIR, THERE'S NEWS REGARDING SPIDER-MAN.

THIS ISN'T GOING TO MAKE ME HAPPY, IS IT, JARVIS?

NOT QUITE, SIR.

Gracie Mansion.
J. JONAH JAMESON.

UNCONFIRMED REPORTS ARE COMING IN THAT SPIDER-MAN HAS ALLIED HIMSELF WITH HIS FORMER ENEMIES, THE SUPER VILLAINS KNOWN AS THE SINISTER SIX.

THAT DIRTY, BLACKMAILING SON OF A...

The S.H.I.E.L.D. Helicarrier.
MARIA HILL.

EYEWITNESS ACCOUNTS HAVE SPIDER-MAN FIGHTING BY THE SIDE OF ELECTRO, SANDMAN, VULTURE, MYSTERIO AND THE CHAMELEON...

COULSON... GET ME EVERYTHING WE HAVE ON THE CHAMELEON'S ESCAPE. SURVEILLANCE, REPORTS... EVERYTHING.

The "Headquarters" of the "Deadly" New Sinister Six.
BAD GUYS.

...BUT THEY'RE TAKING DOWN OTHER SUPER VILLAINS.

OH, @#$%.

NYPD's 5th Precinct.
CARLIE COOPER

HAVE THE SINISTER SIX REFORMED? SPIDER-MAN IS CURRENTLY WANTED FOR QUESTIONING BY THE NYPD, BUT THE QUESTION MUST BE ASKED...

HAS SPIDER-MAN FINALLY CROSSED THE LINE? AND IF SO...

WHAT WILL THIS SO-CALLED "SUPERIOR SIX" DO NEXT?

"WE'RE GOING TO KILL YOU, SPIDER-MAN."

NEWS 8

YOU GET THAT, RIGHT? I DON'T KNOW *WHEN*, I DON'T KNOW *WHERE*, BUT YOU'RE DEAD.

The Secret Headquarters of the Superior Six.

BENEATH BATTERY PARK

THANK YOU FOR THE TIP, ELECTRO.

I WILL ADD THAT TO THE ALREADY CONSIDERABLE LIST OF THINGS YOU DON'T KNOW.

YOU CAN'T KEEP DOING THIS! WE ALMOST GOT KILLED FIGHTING THAT ROBOT!

A HYDRA DREADNOUGHT. KNOW YOUR ADVERSARIES, *MYSTERIO*.

I'M NOT MYSTERIO!

THIS IS WRONG! THIS IS...THIS IS CRIMINAL!

YOU CAN'T JUST *MIND-CONTROL* PEOPLE AND FORCE US TO FIGHT FOR YOU!

DON'T THINK OF IT AS ME CONTROLLING YOUR MINDS, *VULTURE*...THINK OF IT AS ME MAKING YOU BETTER.

SUPERIOR.

HE'S RIGHT. HE'S JUST IMPERSONATING MYSTERIO! SEE AVENGING SPIDER-MAN #22! SUPERIOR SANA

YOU'VE CHANGED, SPIDER-MAN. SAME FACE, BUT EVERYTHING ELSE... DIFFERENT.

WHY DID YOU BREAK ME OUT OF PRISON JUST TO DO THIS?!

I'VE CHANGED, CHAMELEON? TAKE A LOOK IN THE MIRROR, PSYCHOPATH.

AND PRISON ISN'T HARSH ENOUGH FOR WHAT YOU'VE BECOME, VULTURE.

NOW IF YOU'VE ALL WHINED ENOUGH FOR TODAY, I'D LIKE TO GET BACK TO ALCHEMAX'S LITTLE *TOY*.

A *QUANTUM PARTICLE ENGINE*...WITH ENOUGH ENERGY, IT COULD DISPLACE MATTER.

LIKE TELEPORTING, BUT WITH A DESTRUCTIVE POTENTIAL THAT'S SOMEWHAT IMPRESSIVE.

HM. NO WONDER THE WRECKING CREW WANTED IT. PERHAPS STORING IT AT PARKER INDUSTRIES WASN'T THE BEST--

ALERT! ALERT! ALERT!

AH. PREPARE YOURSELVES, GENTLEMEN... NO REST FOR THE WICKED.

The Soho Loft of Selah Burke.

8:00 A.M.

BEEP! BEEP! BEEP! BEEP!

8:20 A.M.

MRF HM HNG HN HNHNE, MYA EHA...

10:17 A.M.

--LEADING TO A SEPARATE, ETHICAL ARGUMENT WHICH IS IN PART DEMONSTRATED BY THE FOLLOWING QUOTE FROM MARCUS AURELIUS:

"WASTE NO MORE TIME ARGUING ABOUT WHAT A GOOD MAN SHOULD BE. BE ONE."

11:42 A.M.

HI, DAD... WHAT? NO, I KNOW YOU'RE BUSY, I JUST WANTED TO CHECK IN--NO, I KNOW.

I JUST-- SORRY.

1:30 P.M.

COME ON, CITY. LET'S SEE WHAT YOU'VE GOT.

ALL UNITS, BE ADVISED...

...POTENTIAL CODE BLUE NEAR THE BOWERY...

YES!

A TORNADO.

NEW YORK, YOU NEVER LET ME DOWN.

HEY! YOU, WITH THE TORNADOS!

KNOCK IT OFF!

WHO THE HELL ARE YOU SUPPOSED TO BE?!

I'M SUN GIRL

YEAH, WHATEVER.

CAN YOU JUST GO AWAY? I'M WAITING FOR SOMEONE ELSE.

WELL, YOU CAN WAIT WITH A RAY OF SUNSHINE JAMMED UP YOUR--

THEY'RE HERE.

WHAT? WHO?

THE SINISTER SIX.

CORRECTION, WHIRLWIND...

IT'S THE *SUPERIOR* SIX.

NOW PREPARE TO FACE JUSTICE--

HE WAS WAITING FOR YOU.

--WHAT? AND WHAT ARE YOU DOING HERE? DIDN'T I TELL YOU TO--

HEY.

IF YOU TWO DON'T MIND, WE'RE JUST GOING TO CRUSH YOU NOW.

WHOA!

MOVE!

SPIDER-SENSE WAS ALREADY GOING OFF DUE TO WHIRLWIND'S PRESENCE.

NOW IT'S LIKE A REPETITIVE, CONCUSSIVE EXPLOSION IN MY HEAD.

THE *MASTERS OF EVIL*, SOME OF THE GREATEST SUPER VILLAINS THE WORLD HAS EVER SEEN, ASSEMBLED AGAINST ME.

HOW ABOUT IT, BUG?

YOU READY FOR ROUND TWO?

I ASSUME THIS LEVEL OF INTENSITY IS WHAT PARKER FELT WHEN HE FACED ME.

WE'RE DEAD.

NO. THIS ISN'T ABOUT US.

THIS IS A *DIVERSION.*

THE WRECKING CREW, THE MASTERS OF EVIL... THIS ISN'T REVENGE, OR PAYBACK, OR ANYTHING THAT PETTY.

THIS IS ABOUT SOMETHING MUCH, MUCH BIGGER.

THE QUANTUM PARTICLE ENGINE. WHICH I LEFT SAFE AND SECURE AT...

...CURSES.

PARKER INDUSTRIES

I MAY HAVE MADE A SLIGHT MISCALCULATION HERE.

SUN GIRL.
YEAH?
WHEN I LEAVE YOU BEHIND, PLEASE KNOW THAT IT'S ONLY BECAUSE I HAVE SOMEWHERE MORE IMPORTANT TO BE.
WHAT?!
SUPERIOR SIX...
ATTACK!
THE MASTERS OF EVIL...THIS PARTICULAR ITERATION SEEMS TO BE BARON ZEMO'S TEAM.
THEY OUTNUMBER US, TO BE CERTAIN...BUT THE SUPERIOR SIX HAVE SOMETHING THE MASTERS DON'T...
ME.
FOR EACH OF MY TEAM'S MINDS IS CONTROLLED BY MY *UNPARALLELED* GENIUS.
TITANIA WOULD CRUSH VULTURE, BUT I DIRECT SANDMAN TO HIS AID. TEAMWORK!
SUN GIRL IS A WILD CARD...BUT I ADMIRE HER FEARLESSNESS, WHICH WILL PROBABLY KILL HER.
CHAMELEON IS FAR OUT OF HIS LEAGUE, SACRIFICES MUST BE MADE. ELECTRO, ON THE OTHER HAND...WAIT.
WASN'T THINKING. ABSORBING MAN MADE CONTACT, NOW HAS ELECTRO'S ABILITIES. DAMN.
NEED SOME SPACE. SANDMAN PROVIDES IT.
MY CAVALRY, AS THEY SAY...
WHAT THE--?!

...IS HERE.

CRASH

BABE...

WAY AHEAD OF YOU, LOVER.

SHRIPP!

NO...TITANIA AND ABSORBING MAN TOOK DOWN MY WALKER TOO QUICKLY. THEY WORK TOGETHER AMAZINGLY WELL, THESE MASTERS.

WHERE ARE YOUR JOKES NOW?!

I COULDN'T COME UP WITH ANYTHING MORE RIDICULOUS THAN "THUNDERBALL."

THUNDERBALL, WAIT, DON'T--

UNH!

GETTING FEEDBACK FROM ELECTRO, SOMETHING'S WRONG... BLACKOUT'S POWERS, THEY'RE--

NYEARGH!

NYEARGH!

BACK OFF!

AAHHH!

NEED MY OWN DIVERSION...

...WHICH I COMMAND MYSTERIO TO PROVIDE ADMIRABLY.

RROOAARR!

AAHH!

SUN GIRL!

WE ARE LEAVING!

AAH!

UHN!

I DON'T THINK SO.

GAAH!

VULTURE'S DOWN, THE PSYCHIC BACKLASH FROM MY CONTROL SPIDER IS LIKE FIRE IN MY HEAD.

I DON'T SEE SUN GIRL UNTIL IT'S TOO LATE.

NOBODY'S GETTING OUT OF THIS.

AAAHH--

FOOLISH GIRL! I DIDN'T REDESIGN YOUR WEAPONRY FOR YOU TO SIMPLY GET KILLED THE FIRST CHANCE YOU GET.

UHNN...

ALMOST TO THE *LABS*, I DON'T HAVE TIME FOR THIS.

WHY DO I HAVE TO BE SUCH A *HERO?!*

STILL CAN'T... BELIEVE...YOU'RE SUCH A JERK...

WANTED TO BE... JUST LIKE... YOU...

...

SPIDER-MAN!

YOU'RE TOO LATE!

THE QUANTUM PARTICLE ENGINE IS *MINE* NOW, AND WITH IT I WILL BRING THIS CITY TO ITS *KNEES!*

I *KNOW* HIM!

DR. EDWARD LANSKY, BETTER KNOWN AS *LIGHTMASTER.*

A FORMER PHYSICS PROFESSOR AT E.S.U., HE DEVOLVED INTO A SOMEWHAT PATHETIC SUPER VILLAIN.

YOU. HAVE GOT. TO--

--BE KIDDING ME.

YOU'RE WORKING FOR *LANSKY?!* TELL ME YOU'RE JOKING, WRECKER.

WHAT DID HE PROMISE YOU, MONEY? HE DOESN'T *HAVE* ANY MONEY! HE PROBABLY CAN'T EVEN WORK THAT THING!

WHAT--?!

DON'T LISTEN TO HIM! MY PLAN IS *UNSTOPPABLE!*

WHAT DO YOU THINK, GUYS?

WE SHOULD JUST CRUSH BOTH OF THEM AND TAKE THE THING.

NO! I CAN DO THIS!

WATCH AS I POWER THE ENGINE THROUGH THE SHEER FORCE OF MY--

SELAH?

UHM. HI, DAD.

DIVERSION ACHIEVED.

I'M BIRACIAL, YOU IDIOT!

NOW!

WHAT?! WAIT A MINUTE, YOU'RE...

AW, CRUD.

NO!

DEFEAT SPIDER-MAN! SOMEBODY JUST DESTROY HIM!

UHN!

AS MUCH OF AN IDIOT AS LIGHTMASTER IS, HIS BLASTS COME AT, WELL, THE SPEED OF LIGHT. MY FOCUS IS SPLIT BETWEEN THE SIX, AND--

SPIDER-MAN!

GET AWAY FROM HIM, DAD--!

SELAH, STOP--!

NO!

FWASH!

LIGHTMASTER IS DOWN... THERE'S STILL A DOZEN SUPER VILLAINS READY TO KILL...

THE ENGINE.

SUN GIRL...YOUR FATHER WAS ABLE TO POWER THE Q.P.E. WITH HIS LIGHT.

SO?!

YOUR EQUIPMENT IS BASED ON HIS DESIGNS, ISN'T IT?

YEAH, BUT--

SHOOT THE ENGINE.

WAIT, WHAT DO WE DO?

I DON'T KNOW! SOMEONE... SOMEONE GET--

DO IT! NOW!

NEED TO ACT FAST BEFORE THE MASTERS OF EVIL COME TO THEIR SENSES.

FINE!

VMMMM

ONE LAST DITCH DIVERSION...

FOR WHERE DARKNESS PREVAILS...

SOMEBODY STOP--

...LET THERE BE *LIGHT.*

--ELL DONE.

--ELL JUST HAPPENED?

WHAT HAPPENED?!

YOU ACTIVATED THE ENGINE.

AND?!

IT WORKED.

WHAT WORKED?! WHY ARE THERE SHIPS AND PLANES, WHY IS THERE SAND--

SAND.

SANDMAN.

OH NO.

WHAT'S HAPPENING?!

WAIT--

SPIDER-MAAAAAN!

I TRY AND REESTABLISH MENTAL CONTROL OF THE SUPERIOR SIX, BUT I KNOW.

IT'S GONE.

IT'S GONE, AND THE SIX ARE FREE!

SOMETHING SINISTER THIS WAY COMES...

SUPERIOR SPIDER-MAN TEAM-UP #7

I COME TO, AND FOR A MOMENT I ALMOST THINK HE'S REAL.

WAKE UP, YOU MONSTER.

SEE, THEY ALL THINK WE'RE THE MONSTERS, BUT IT'S YOU. IT'S ALWAYS BEEN *YOU*.

YOU *KILLED* ME!

THE GREEN GOBLIN.

YOU TOOK EVERYTHING FROM ME. YOU HUMILIATED ME OVER AND OVER, YOU DROVE ME TO SUICIDE.

YOU *MONSTER.*

I REALIZE THAT THEY'RE PLAYING WITH ME NOW.

KRAVEN THE HUNTER... WHO'S NEXT? I WONDER, BUT I SHOULD HAVE SEEN IT COMING.

YOU ROBBED ME OF MY LEGACY, AND THEN...ONLY WHEN I WAS A BROKEN, DYING MAN ON MY DEATHBED...

...YOU MURDERED ME!

HIM. THE MOST ARROGANT, NARCISSISTIC, SELF-DELUDED MAN IN THE WORLD.

DOCTOR OCTOPUS.

DOCTOR OCTOPUS, OR AS I CALL MYSELF NOW, THE *SUPERIOR SPIDER-MAN.*

AND GIVEN THE SITUATION THAT I CURRENTLY FIND MYSELF IN...THAT I'VE BROUGHT DOWN ON MYSELF AND THIS CITY...

...THE ONLY THING THAT WILL BE SUPERIOR ABOUT ME WILL BE MY *DEATH.*

ARE YOU ENJOYING YOURSELVES?

OH, WE'VE JUST STARTED.

JUST KILL HIM ALREADY! BEFORE HE CAN PUT US BACK UNDER HIS...HIS MIND CONTROL!

NO NO NO. IF HE COULD HAVE DONE THAT, HE WOULD HAVE. THE SUN GIRL'S LIGHT, SHE BROKE HIS CONTROL.

MAKE THIS HURT, ELECTRO. MAKE IT *LAST*.

I TOLD YOU! I TOLD YOU THIS WAS COMING!

ZZZAKK!

UHN!!!

DID YOU THINK YOU COULD HOLD US PRISONER, THAT YOU COULD INVADE OUR MINDS AND NOT PAY A PRICE?

EVERYTHING THAT'S ABOUT TO HAPPEN, YOU *DESERVE!*

VULTURE! BRING ME LIGHTMASTER.

LIGHTMASTER. HE'S STILL ALIVE, BUT BARELY. THE LOOK IN HIS EYES, HE MAY AS WELL BE DEAD.

AFTER WHAT HAPPENED TO HIS DAUGHTER.

SUN GIRL'S DEATH IS ON MY HEAD.

WHEN THIS IS DONE, I'M GOING TO PUT ON YOUR FACE AND KILL EVERYONE YOU CARE ABOUT.

THE FIRST OF MANY.

LANSKY!

YOUR MACHINE, SHOW US HOW TO MAKE IT WORK!

...

TALK, YOU IDIOT!

...SELAH.

WRONG ANSWER.

SLIK!

YEARGH!

LEAVE HIM ALONE, VULTURE!

IT'S ME YOU WANT!

SPIDER-MAN...

WHY DIDN'T YOU SAVE MY DAUGHTER?

ENOUGH.

NYAAAAAA!!!

THE SICK IRONY IS THAT IN THE END, I WAS RIGHT.

I BELIEVED I COULD FORGE THE SINISTER SIX INTO A *SUPERIOR* TEAM.

I DID, BUT NOT AS I INTENDED.

NOT BY PULLING THEIR STRINGS LIKE PUPPETS, OR HAVING THEM DANCE TO MY WHIMS.

I MADE THEM A TEAM IN A WAY THAT I DIDN'T UNDERSTAND BEFORE. FOR YOU SEE, I GAVE THEM ***HATE***.

THAT HATE WILL BOND THEM TOGETHER FOREVER.

THIS IS THE SUPERIOR SIX THAT I CREATED.

AND ALL OF NEW YORK IS GOING TO PAY THE PRICE FOR IT.

NOW YOU SEE YOUR TRUE FACE.

WHAT HAVE I DONE?

The Bowery.
FIVE MINUTES AGO.
SHRACK!
SOMEONE... SOMEONE PLEASE...
TELL ME WHICH WAY THEY WENT.
THE EMPIRE STATE BUILDING.
THANKS.

THE VULTURE JUST *DROPPED* THAT GUY...

YOU'RE ABOUT TO DO WORSE, MYSTERIO.

HOW MANY PEOPLE WOULD YOU KILL TO MAKE SPIDER-MAN PAY FOR WHAT HE'S DONE?

I... I...

WHAT IS *THAT?!*

GOT YOU!!!

SUH-- SELAH?

IT'S THE GIRL...*SUN GIRL.*

VULTURE! MYSTERIO!

KILL HER!

SANDMAN, CHAMELEON... HOLD SPIDER-MAN.

IF THE GIRL CAN ACTIVATE THE ENGINE, SO CAN I.

DAD! DAD!

ARE YOU OKAY?!

BUH-- BEHIND--

ELECTRO! DON'T DO THIS!

YOU DID THIS, NOT US.

YOUR POWER, IT'S TOO MUCH FOR THE ENGINE. THE EFFECTS WILL BE A HUNDRED TIMES WORSE!

GOOD.

BEHIND? WHA--

OH.

SANDMAN! YOU HAVE TO LISTEN TO ME!

DO YOU HAVE ANY IDEA WHAT IT FEELS LIKE TO HAVE SOMEBODY ELSE IN YOUR HEAD?

"TO HAVE YOUR BODY UNDER SOMEONE ELSE'S CONTROL?"

UHN!!!

TO THINK THAT THEY CALLED OCTAVIUS A VILLAIN, WHEN *THIS* IS WHAT *YOU* DO.

"YOU USED TO ACT LIKE A *HERO*."

CRACK!

GAH!

ALL THE YEARS...ALL THE TIMES WE SPENT TOGETHER...

I ONLY WANTED YOU TO BE BETTER.

"I WAS TRYING TO TAKE RESPONSIBILITY FOR YOU!"

ZARK!

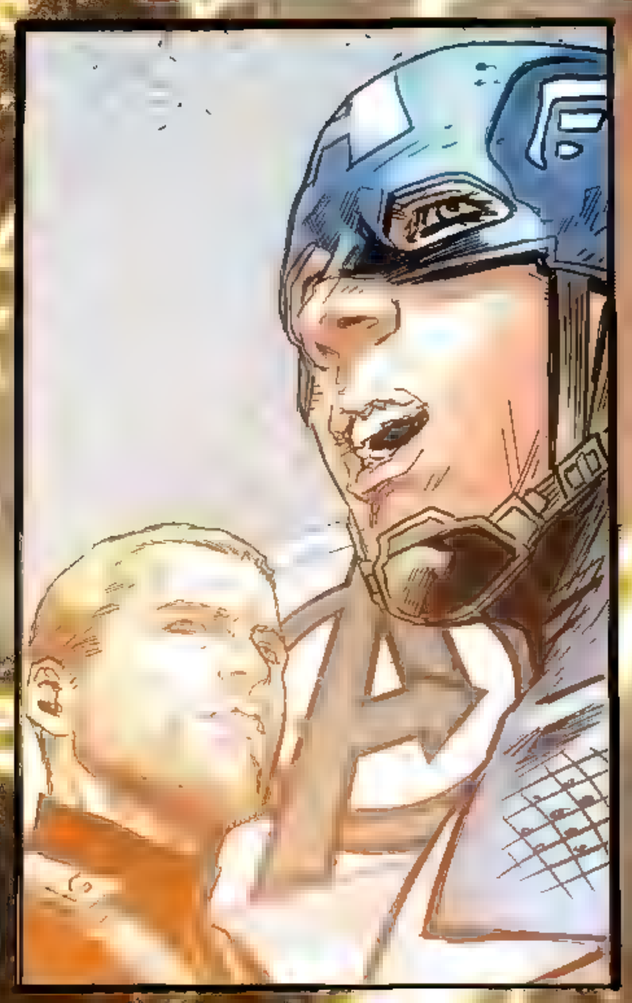
AAH!!!

YOU WANT TO TAKE RESPONSIBILITY FOR SOMETHING?

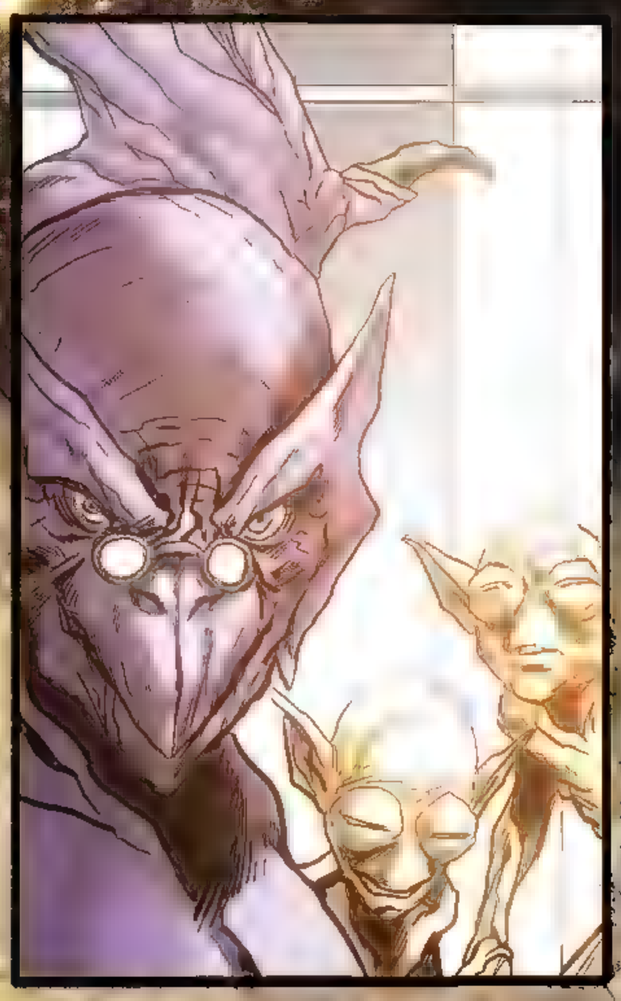
GET READY.

THE QUANTUM PARTICLE ENGINE ACTIVATES.

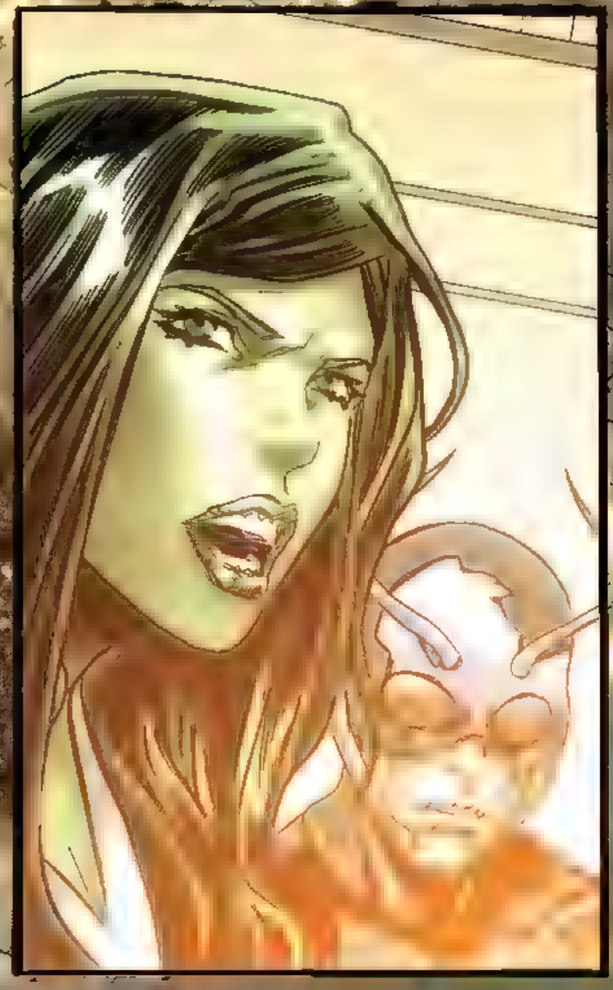
WHAT I TOLD ELECTRO WAS TRUE...THE ENGINE WILL CONVERT HIS POWER IN A DIFFERENT WAY THAN LIGHTMASTER OR SUN GIRL...



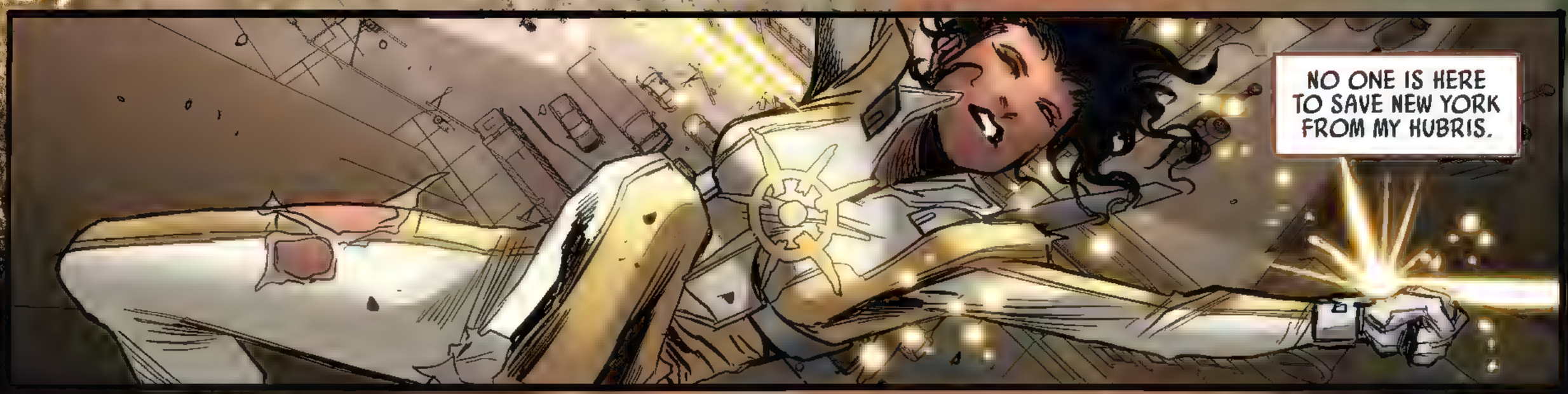
WHAT HE'LL IN FACT DO IS DESTROY THE ENTIRE CITY.



ALL HE WANTED TO DO WAS WATCH ME SUFFER.



THERE'S NOTHING I CAN DO TO STOP IT.



NO ONE IS HERE TO SAVE NEW YORK FROM MY HUBRIS.

AHHH!

SHRACK!

WHAT WAS THAT?!

THE GIRL.

HER NAME IS SUN GIRL.

SHE'S HERE TO REMIND US ALL WHAT A HERO IS.

SPIDER-SENSE GAVE ME JUST ENOUGH TIME TO DUCK.

I TAKE DOWN CHAMELEON FIRST BECAUSE HE ***DESERVES*** IT. HIS JAW BREAKS UPON CONTACT.

BUT HE'S NOT THE PROBLEM.

ELECTRO ISN'T EITHER. HE CAN BARELY STAND, HE USED SO MUCH ENERGY POWERING THE ENGINE.

YOU... DESERVE THIS...

YEARGH!!!

SHUNK

I KNOW.

TWO DOWN, AT LEAST FOR THE MOMENT. SUN GIRL IS DEALING WITH VULTURE AND MYSTERIO, I ASSUME...AND THAT LEAVES--

BAM

OH, NO.

I...I JUST WANT TO GO NOW. CAN I GO?

YEAH... YOU DO THAT.

I'LL HAVE TO BEAT YOU UP LATER.

=KAFF= =KAFF=

CAN BARELY STAND. A MIRACLE THAT I'M ALIVE AT ALL.

THROUGHOUT ALL OF THIS, I THOUGHT THAT FLINT MARKO WAS THE ONE THAT WOULD LISTEN TO REASON.

I HAVE UNDERESTIMATED HIS RAGE.

THE QPE'S ENERGY IS BUILDING. IF I DON'T FIND A WAY TO STOP IT IN THE NEXT FEW MINUTES...

SANDMAN! MARKO!!!

THAT'S WHAT I THOUGHT ABOUT *YOU*.

DON'T LET THIS HAPPEN!

YOU'RE NOT LIKE THE OTHERS!!!

EVEN WHEN WE FOUGHT BEFORE, EVEN WHEN YOU *TORTURED* ME...

...NEVER DID I THINK THAT YOU WOULD DO THIS! THAT YOU WOULD *VIOLATE* US LIKE THIS!

YOU HAVE TO LISTEN, YOU DON'T UNDERSTAND!

I DON'T CARE ANYMORE! DR. OCTOPUS WAS *RIGHT*, LET THIS CITY *BURN!!!* LET THE WHOLE WORLD--

SHRACK!

NYEEARGHH!

LET HIM GO!!!

MARKO--

I REMEMBER ONCE...ONCE I BELIEVED IN YOU.

THAT PART OF ME

HIS WORDS HAUNT.

NONONONONO... COME ON...

YOU HAVE TO BE OKAY. I DON'T KNOW WHAT TO DO... I DON'T KNOW HOW TO STOP IT!

UHHH!

THUD!

THINK...YOU THINK...YOU'RE SO MUCH BETTER...

YOU'RE NO DIFFERENT.

KA-BOOM!

AAARGH!

SPIDER-MAN! SPIDER-MAN!

WHAT DO WE DO?!

THE *ENGINE!*

WE HAVE TO--

SPIDER-MAN...

SPIDER-MAN!!!

ONCE UPON A TIME, I WAS A PETTY LITTLE MAN WHO BELIEVED THAT HE WAS *BETTER*.

THAT THE WORLD *OWED* HIM FOR A LIFETIME OF ABUSE.

I WAS WRONG.

I WAS SO WRONG.

AND THIS CITY NEARLY PAID THE PRICE FOR IT.

THAT'S IT?!

ALL I HAD TO DO WAS BREAK THE THING?!

I COULDN'T HAVE GOTTEN CLOSE ENOUGH.

IF YOU WEREN'T HERE, MILLIONS OF PEOPLE WOULD HAVE DIED.

BECAUSE OF *YOU*, RIGHT?

THIS IS ALL BECAUSE OF YOU, ISN'T IT?

...YES.

TO THINK...I ALWAYS WANTED TO BE JUST LIKE YOU.

A *HERO*.

"FAREWELL, PETER PARKER."

THAT'S WHAT I SAID.

"YOU MAY BE LEAVING THIS WORLD, BUT YOU ARE NOT LEAVING IT TO A VILLAIN.

"I SWEAR. I WILL BE SPIDER-MAN.

"BETTER YET, WITH MY UNPARALLELED GENIUS--AND MY BOUNDLESS AMBITION--

"I'LL BE A BETTER SPIDER-MAN THAN YOU EVER WERE."

THE SUPERIOR SPIDER-MAN.

NEWS

POLICE

SUPERIOR SPIDER-MAN TEAM-UP #8

I AM SPIDER-MAN.

THE *SUPERIOR* SPIDER-MAN, I CALLED MYSELF.

A CRUEL JOKE, I NOW REALIZE.

FOR I AM A *FAILURE*.

THE *AVENGERS* HAD PUT ME ON PROBATION OVER CONCERNS ABOUT MY NEW "ATTITUDE," SO I FORMED MY OWN TEAM.

I DID THIS BY CAPTURING AND CONTROLLING THE MINDS OF THE *SINISTER SIX*.

IN MY ARROGANCE, IT SEEMED LIKE THE BEST COURSE OF ACTION.

MY EGO COULD NOT CONCEIVE OF EVEN THE *POSSIBILITY* THAT SOMETHING COULD GO WRONG.

BUT IT DID.

THE "SUPERIOR SIX" ESCAPED MY CONTROL, AND TOOK *OFFENSE* AT WHAT I HAD DONE TO THEM.

THEY SOUGHT REVENGE.

AND OVER *EIGHT MILLION* SOULS NEARLY PAID THE PRICE FOR MY ARROGANCE.

THE CRISIS WAS AVERTED, NARROWLY...BUT NOT EVEN BY *MY* HAND.

BECAUSE OF MY ACTIONS...

BECAUSE OF MY *EGO*...

SPIDER-MAN WAS NEARLY RESPONSIBLE FOR THE DESTRUCTION OF NEW YORK CITY.

NOT SPIDER-MAN...

DOCTOR OCTOPUS.

I WAS ***BETTER***, I TOLD MYSELF.

I STAND HERE ON THE SPOT WHERE "DOCTOR OCTOPUS" DIED, WONDERING HOW IT ALL WENT SO WRONG.

BUT NOW...NOW I REALIZE...

FREEZE!

SPIDER-MAN!

YOU ARE WANTED FOR QUESTIONING!

WHY DID I THINK I COULD DO THIS?

GET DOWN ON THE GROUND!

NOW!

THAT AFTER YEARS AND YEARS OF *DEFEAT* AT PETER PARKER'S HANDS, THAT I WAS *BETTER* THAN HIM?

THAT I WAS FIT TO PROTECT THESE BLEATING SHEEP?

DO NOT MAKE ME SHOOT YOU!

THIS IS OFFICER MARSHALL, WE...WE HAVE SPIDER-MAN... REQUESTING BACKUP...

LOOK... WE KNOW EVERYTHING YOU'VE DONE FOR THIS CITY... BUT...

YOU HAVE TO TURN YOURSELF IN.

YOU'RE RIGHT. I DO.

BUT NOT TO YOU.

I KNOW WHAT I HAVE TO DO.

I SHALL SURRENDER TO THE *AVENGERS* AND REVEAL THE TRUTH...

...THAT I AM DR. OTTO OCTAVIUS, AND I MUST PAY FOR MY CRIMES.

FOR MY *ARROGANCE.*

PERHAPS STARK OR PYM OR RICHARDS CAN FIND A WAY TO--

--SPIDER-SENSE.

NAMOR, BETTER KNOWN AS THE ***SUB-MARINER***. IN ANY OTHER CIRCUMSTANCE, HE WOULD BE THE DANGER.

AN ATLANTEAN HALF-BREED AND MUTANT, A LONG-TIME FOE OF THE FANTASTIC FOUR AND AVENGERS, AND AN ENEMY OF ***HUMANITY***.

GIVEN THAT HE'S CURRENTLY ON ***FIRE***, HOWEVER, NAMOR MAY NOT BE THE THREAT HERE.

THESE FELLOWS, ON THE OTHER HAND...

WAKANDANS, BY THEIR GARB... BUT WITH CLOAKING DEVICES AND GUNS.

CHARMING.

HMPH.

NORMALLY, THIS WOULD AMUSE ME.

NAMOR IS INSUFFERABLE, AND SEEING HIM IN SUCH STRAITS IS WELL DESERVED. TO THINK THAT HE CLAIMS DOMINION OVER MORE THAN HALF THE EARTH.

AND IF I'M BEING HONEST, HE *SMELLS* OF STINKING FISH.

THIS HAS NOTHING TO DO WITH ME.

AND AS MUCH AS I FIND HIM ABRASIVE, HE'S MORE THAN POWERFUL ENOUGH TO DEAL WITH---

HMPH. HE'S NOT TURNING.

HE CAN'T SEE HIS ADVERSARIES IN THEIR CLOAKED FORMS.

ROYS PIZZA NYC
THE BEST SLICE IN TOWN

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IT WOULD APPEAR THE WORLD'S OCEANS WILL NEED TO FIND A NEW RULER.

LOOK AT HIM THERE, DOWN AMONGST THE FILTH AND TRASH.

FITTING.

HNN!

BUT THIS HAS NOTHING TO DO WITH ME.

NAMOR THE SUB-MARINER.

FOR WAR CRIMES AGAINST THE NATION OF WAKANDA, IN THE NAME OF SHURI, QUEEN AND BLACK PANTHER...

IT'S BECOME EXCEEDINGLY CLEAR THAT I AM NO HERO.

...PREPARE TO *DIE*.

THWIP!

BUT THEY *ARE* BETWEEN ME AND AVENGERS TOWER.

SPIDER-MAN?!

AWAY FROM THE FISH KING, YOU CURS!

UNF!

SURRENDER NOW, OR FACE THE WRATH OF THE...THE...

IT RISES UP WITHIN ME, THE SELF-AGGRANDIZING. WHAT IS WRONG WITH ME?

EH. JUST SURRENDER, OR BE BEATEN SEVERELY.

I HAVE NO NEED OF YOUR ASSISTANCE, *INSECT.*

THIS IS WELL IN HAND.

YES, SO I SEE FROM THE SPEAR PIERCING YOUR LEG.

YOU HAVE *EVERYTHING...*

...WELL...

...IN HAND.

SPIDER-SENSE TINGLING AGAIN... SOMETHING'S COMING.

WE NEED TO MOVE.

I RUN FROM NO MAN.

YOU'RE IN LUCK THEN, WATER BREATHER.

IT'S NOT ONE MAN. IT'S FIVE.

YOU NEED MEDICAL ATTENTION.

I NEED *NOTHING.*

YOU CAN'T EVEN WALK.

I CAN *FLY*, YOU MORON.

IF YOU COULD FLY, YOU WOULD HAVE. YOUR PRECIOUS LITTLE WINGS HAVE BEEN CLIPPED.

YOU *DARE--?!*

NOTHING WOULD PLEASE ME MORE THAN TO LEAVE YOU HERE TO DIE.

OH, WAIT. I THOUGHT OF SOMETHING.

THWAP! YANK!

SPIDER-MAN!

ONCE NAMOR'S BLOOD STOPS BOILING FROM THE INDIGNITY OF BEING SAVED BY THE LIKES OF ***ME***, HE TELLS ME THE STORY.

A ***WAR*** BETWEEN ***WAKANDA*** AND ***ATLANTIS***, STEMMING FROM ***ARROGANCE*** AND ***PRIDE***.

THAT, AND VARIOUS ATROCITIES COMMITTED BY NAMOR.

TO THINK THE AVENGERS PUT ***ME*** ON PROBATION.

THIS IS UNDIGNIFIED.

YOU COULD HAVE GONE TO THE AVENGERS, BUT YOU DIDN'T.

I DO NOT REQUIRE THEIR ASSISTANCE OR INTERFERENCE.

I TAKE IT THEY DON'T APPROVE OF YOUR LITTLE SKIRMISH WITH WAKANDA?

I TAKE RESPONSIBILITY FOR MY ACTIONS.

THIS IS WHAT MEN DO. WHAT KINGS DO.

BUT I WILL NOT GROVEL BEFORE T'CHALLA OR HIS SISTER.

IF THEY WANT WAR, THEN SO BE IT.

BY TRYING TO TAKE RESPONSIBILITY FOR MY ACTIONS, I NEARLY BROUGHT RUIN TO THIS CITY.

I THOUGHT I WAS BETTER THAN THE AVENGERS, BETTER THAN EVERYONE.

BUT AS IT TURNS OUT, IF ANYTHING I AM *INFERIOR*.

MY DAYS AS A HERO ARE OVER.

SOON, I WILL BE SPIDER-MAN NO MORE.

HAHA HAHAHA HA!

YOU THINK THAT'S FUNNY?

I DO! IF YOU WISHED VALIDATION FOR WHAT A SIMPERING FOOL YOU ARE, YOU CAME TO THE RIGHT PERSON.

I HAVEN'T LAUGHED LIKE THAT IN AGES, SO FOR THAT YOU HAVE MY THANKS. FAREWELL, "INFERIOR SPIDER-MAN."

BUDDA BUDDA BUDDA BUDDA!

GET BACK!

THE PANTHER'S ASSASSINS HAVE FOUND YOU.

BY FOLLOWING YOUR *ODOR*, NO DOUBT.

YOU THINK YOU SAVED ME? THEIR WEAPONS ARE NOTHING TO ME.

SO YOU'RE LULLING THEM INTO A FALSE SENSE OF SECURITY WITH THE MAIMED LEG? QUITE THE STRATEGY.

THWIP! THWIP!

PART OF ME ADMIRES WAKANDA'S WILLINGNESS TO EXECUTE YOU.

IT'S QUITE UNDERSTANDABLE, HAVING *TALKED* TO YOU.

YOU *JOKE?*

I LOST MY SENSE OF HUMOR SOME TIME AGO.

URK!

BUDDA BUDDA BUDDA BUDDA!

HATUT ZERAZE!

YOUR QUEEN BRINGS DISHONOR UPON YOU WITH THIS ATTACK...ARE YOU WARRIORS, OR JACKALS?

YOU SHOULD TALK LESS, AND WATCH YOUR BACK *MORE*.

THEY SEEM MORE CONCERNED WITH KILLING *YOU* THAN WITH HONOR.

AAAIIIE!

YOU KNOW NOTHING OF WAKANDA, YOU PRATTLING FOOL, JUST AS YOU KNOW NOTHING OF BEING A *KING* OR A *WARRIOR*...

...YOU ARE LESS THAN *USELESS*, YOU--

--INSECT?

THESE HATUT ZERAZE, AS NAMOR CALLED THEM...THEY ARE NOT WITHOUT SKILL.

BUT WHILE I MAY NOT BE *SPIDER-MAN*...

...OR A *HERO*...

I STILL KNOW HOW TO BE A *VILLAIN*.

I KNOW HOW TO *CRUSH* MY ENEMIES.

I KNOW HOW TO *HURT* PEOPLE.

BUT ALL THIS POWER, ALL THE SKILL...

...IS IT ENOUGH?

I AM ALMOST IMPRESSED.

NO... SOMETHING'S WRONG.

HKK... GREETINGS.

GREETINGS... ZK...TK...

WHAT IS THIS?

T'CHALLA WOULD NOT SEND *MACHINES*...

NOT A WAKANDAN... SOME KIND OF AUTOMATON.

SELF-DESTRUCTION INITIATED.

RAAAAA!

SQUAA--!!

CLUNK

THIS IS NOT THE WORK OF THE BLACK PANTHER.

SOMEONE IS TRYING TO TAKE ADVANTAGE OF OUR WAR, TO ENSURE MY DEATH. A COWARD'S STRATEGY.

"SELF-DESTRUCTION..."

IT'S GOING TO EXPLODE.

THEY'RE ALL GOING TO EXPLODE.

THERE IS NOTHING WE CAN DO HERE. WE SHOULD LEAVE.

LEAVE? THERE ARE HUNDREDS OF PEOPLE ON THIS BRIDGE!

AND WHOEVER IS RESPONSIBLE WILL ANSWER FOR THESE CRIMES.

NO! WE HAVE TO DEACTIVATE THEM!

SHRIPP!

WE MUST GO, YOU FOOL!

YOU THINK YOURSELF RICHARDS OR STARK? YOU'RE NOT!

BE SILENT!

ONLY SECONDS LEFT... THE TECHNOLOGY IS MORE ADVANCED THAN ANYTHING I'VE EVER SEEN.

I CAN'T...I NEVER SHOULD HAVE...

...

I PROMISED PETER THAT I WOULD BE SPIDER-MAN.

SPIDER-MAN NEVER GAVE UP.

CHK! CHK! CHK! CHK! CHK! CHK!

DEACTIVATING.

YOUR DAYS AS A HERO ARE OVER, YOU TOLD ME.

AND IF THE SPIDER-MAN I ONCE KNEW TOLD ME THAT, I WOULD AGREE WITH HIM.

I'VE HEARD THE STORIES ABOUT YOU. THAT YOU'D BECOME HARDENED. UNCOMPROMISING. VICIOUS, EVEN.

YOU DOUBT YOURSELF?

DON'T.

NEVER FORGET...YOU ARE ***BETTER*** THAN THE SHEEP YOU PROTECT. PEOPLE ARE ***WEAK***. EVEN THE AVENGERS, FOR ALL THEIR IDEALISM...THEY ARE ***WEAK***.

BELIEVE ME, I KNOW.

NEVER APOLOGIZE. NEVER SURRENDER.

FOR WHAT I WITNESSED HERE WAS NOT WEAKNESS.

IT WAS SUPERIORITY.

FAREWELL, SPIDER-MAN. YOU HAVE EARNED MY--

NAMOR.

WHAM!

UNGH!

WHAT ARE YOU *DOING?!*

YOU PUT ALL THESE PEOPLE IN DANGER WITH YOUR MORONIC *WAR.*

THIS IS *MY* CITY, DO YOU UNDERSTAND, YOU MISERABLE MERMAN?

STAY OUT OF IT!

NAMOR, FOR ALL HIS INCOMPETENCE AND ARROGANCE, WAS *RIGHT*. TO THINK THAT I WAS GOING TO SURRENDER TO THE AVENGERS, THOSE SIMPLETONS!

THEY ARE *NOTHING* TO ME, JUST AS NAMOR IS.

I WAS A FOOL TO THINK THAT I WAS ANYTHING LESS THAN THE GREATEST HERO EVER TO WALK THE FACE OF THIS PLANET.

THIS CITY NEEDS SPIDER-MAN.

NO...NOT SPIDER-MAN...

THE SUPERIOR SPIDER-MAN!

SUPERIOR SPIDER-MAN TEAM-UP #1 VARIANT BY HUMBERTO RAMOS & EDGAR DELGADO

SUPERIOR SPIDER-MAN TEAM-UP #9

THE CITY IS EERILY *QUIET*.

I'VE REMOVED THE HEADS OF THE MAJOR CRIME SYNDICATES AND MY SPIDER-BOTS PATROL THE AREA 24-7, BUT THERE'S STILL AN UNEASINESS IN THE AIR.

A TENSION I CAN'T EXPLAIN. AS IF THE CITY IS BALANCING PRECARIOUSLY ON THE BRINK OF WAR.

AND SOMEONE IS LOOKING FOR ITS TIPPING POINT.

BAM!

ZING! ZING!

ZING!

LIKE THE ASSASSINATION OF *ARCHDUKE FERDINAND* THAT BEGAN *WORLD WAR I*.

BAM! BAM!

THE SHOT HEARD ROUND THE WORLD THAT STARTED THE *AMERICAN REVOLUTION*.

BAM!

BAM! BAM!

- J.J.JAMESON

OR THE BULLET THAT KILLED SOMEONE NAMED *"TWO PACKS"* THAT APPARENTLY KICKED OFF SOME BI-COASTAL *WRAPPING* WAR.

ACCORDING TO *ANNA MARIA*, THAT IS.

BUT I'VE GOT *NEWS* FOR THEM...

THWIP!

IT'S NOT GOING TO HAPPEN TONIGHT.

THWIP!

THWIP! THWIP!

THWIP! THWIP!

AND IT'S NOT GOING TO HAPPEN TO THE *SUPERIOR SPIDER-MAN.*

PING!

PING! PING!

FWAP!

UNGH!

WEBS ARE BULLETPROOF NOW, HUH?

CONFOUND IT! FRANK CASTLE, WHAT THE HELL ARE YOU DOING?

AND HOW IN THE WORLD DID YOU ACCESS MY SECRET FILES TO LEARN THAT THIS NEW PROTOTYPE WEBBING IS BULLETPRO--

OH...

YOU DIDN'T KNOW.

I ASSUMED.

BESIDES I WASN'T AIMING TO KILL YOU. JUST TO GET YOUR ATTENTION.

THERE ARE OTHER WAYS TO CONTACT ME.

AND YOU'RE NOT RESPONDING TO ANY OF THEM. SO DON'T BLAME *THE PUNISHER*...

'CAUSE THE *DEVIL* MADE HIM DO IT.

EGADS! YOU'RE HERE NOT THREE SECONDS AND ALREADY YOU'VE WORKED IN A DEVIL REFERENCE.

AND NOW WE'RE GOING ON FIVE SECONDS AND YOU'VE ALREADY USED THE WORDS "EGADS" AND "CONFOUND IT."

YOU'RE NOT ***YOURSELF,*** SPIDER-MAN, AND I'M A TAD CONCERNED.

INTERESTING. AND WHAT DO THOSE SUPER SENSES OF YOURS TELL YOU?

THAT YOU'RE THE REAL DEAL.

BUT I'M THE "MAN WITHOUT FEAR," NOT THE "MAN WITHOUT A GUT FEELING," SO I NEED YOU TO DO SOMETHING FOR ME.

I INTERCEPTED THE PUNISHER MAKING A BEELINE FOR YOU.

SEEMS ONE OF HIS SAFE HOUSES WAS BROKEN INTO AND SOME OF HIS "ACQUIRED" ITEMS WERE STOLEN. NAMELY A GOBLIN GLIDER. HE'S UNDER THE IMPRESSION YOU CONFISCATED IT DURING YOUR "NO CRIME ON MY TIME" CAMPAIGN.

I CAN SPEAK FOR MYSELF.

AND YET YOU DON'T.

SO YOU LET HIM TAKE *POTSHOTS* AT ME?!

I TOLD HIM HE COULD GET IT OUT OF HIS SYSTEM.

IF HE USED RUBBER BULLETS.

AND YOU LISTENED, OF COURSE?

LET'S JUST SAY I HEAR AS WELL AS HE SEES.

LISTEN TO ME. SOMETHING'S HAPPENING IN THE CITY. WE ALL FEEL IT. NO ONE IS CERTAIN OF ANYTHING ANYMORE AND I THINK A LITTLE *TRUST* WOULD GO A LONG WAY HERE.

WHAT CAN YOU SHOW US THAT'LL CONVINCE HIM YOU DON'T HAVE IT?

HOW ABOUT MY DERRIERE?

SOMEHOW THAT WASN'T THE ANSWER I WAS EXPECTING.

Spider-Island.

FORMERLY THE MAXIMUM SECURITY PRISON KNOWN AS THE RAFT.

I APPRECIATE THIS, SPIDER-MAN. I KNOW YOU'RE NOT ONE FOR ALLOWING VISITORS.

JUST DON'T *TOUCH* ANYTHING. MY SPIDER-PATROL HAVE ENOUGH TO DO WITHOUT BEING DISTRACTED BY YOUR PRESENCE.

I CAN TELL. I'M DETECTING A LOT OF TENSION IN HERE.

STAY CLOSE. EVER SINCE SUN GIRL TRAIPSED THROUGH HERE* I'VE BEEFED UP SECURITY.

TK421, ARE YOU AT YOUR POST?

YES, BOSS.

SUPERIOR TEAM-UP #6

ALWAYS...

...AT THE...

REA--

AHHH!

BAM!

I'VE ADDED A CONSIDERABLE NUMBER OF PROTECTIVE MEASURES SINCE I TOOK OVER THIS ISLAND.

FZZZT!

SCANNING.

THIS PLACE IS MORE SECURE NOW THAN WHEN IT WAS AN *ACTUAL* PRISON.

BEEP BOOP BEEP

GENIUS, I KNOW.

CLEVER. YOU'VE ALTERED THE TONES SO THEY CAN'T BE LINKED TO THEIR RESPECTIVE NUMBERS.

I'VE COLLECTED WEAPONS FROM EVERY KNOWN VILLAIN THIS CITY HAS TO OFFER. IT'S A ***STOCKADE*** WITH ENOUGH FIREPOWER TO OBLITERATE A SMALL COUNTRY. SO YES, I TAKE THE SECURITY OF THESE ITEMS VERY SERIOUSLY.

SON OF A--

EMPTY.

FSSSSSSSS!

TROUBLE!

SPIDER-SENSE!

BAM!

NO @#$!

BOOOM!

THWIP!

THWIP!

FOOTSTEPS! SOMEONE'S TRYING TO ESCAPE THROUGH THE SMOKE.

HE'S IN *DISGUISE*.

HOW DO YOU--

NIGHT GOGGLES?! YOU GONNA STEAL MY FLAMING D'S AS WELL?

SHUT UP YOU, YOU FOOLS! WE'RE WASTING TIME!

WHAT WAS HE DISGUISED AS?

EVERYONE ELSE IN THIS PLACE.

SPIDER-PATROL! THERE IS AN *IMPOSTER* AMONG US. WE ARE ON HIGH ALERT.

I'M DETECTING AN INCREDIBLY RAPID *HEARTBEAT* EMANATING FROM...

THERE!

HOLD IT, MISCREANT! WHAT HAVE YOU DONE WITH MY...

WELL, AT LEAST WE KNOW WHERE THE *BOMBS* WOUND *UP.*

JUST SAY THE WORD AND I CAN DEFUSE THE SITUATION.

WE CAN ALL TAKE HIM DOWN, CASTLE, THAT'S NOT THE POINT. WE'RE TRYING TO GO ABOUT THIS A DIFFERENT WAY.

I WILL DO WHATEVER YOU WANT.

OF COURSE YOU WILL. NOW STAND DOWN AND TELL ME HOW YOU BREACHED MY SECURITY.

JUST SAY THE WORD.

I'M TELLING YOU, *STAND DOWN* AND--

HE'S NOT TALKING TO *US!*

CRACKLE

JUST GIVE ME THE *SIGN.*

I CAN DO THI--

CLICK!

WHY DIDN'T YOU GIVE HIM THE *ORDER?*

DAREDEVIL WOULD HAVE DETECTED MY *VOICE.*

FINAL DAILY BUGLE NEW YORK'S FINEST DAILY NEWSPAPER

INSIDE DAREDEVIL'S SHOWDOWN WITH SERPENTS! WHERE IS THE PUNISHER?

SPIDER-MAN'S WAR ON CRIME!

AND I'M NOT READY TO *REVEAL* MYSELF JUST YET.

SO YOU REWARD OUR MOLE BY LEAVING HIM ALONE AT THE HANDS OF OUR ENEMY?

HE IS A MERE PAWN IN MY PLAN, GOBLIN KNIGHT. HE SERVES THE GREEN GOBLIN BY SERVING HIS PURPOSE.

AND BESIDES...

HE'S NOT *ALONE.*

DON'T DO IT!

I CAN PROTECT YOU. I'VE TAKEN DOWN *EVERY CRIME BOSS IN THE CITY*, I CAN...

YOU HAVE *NO IDEA* WHAT YOU'VE DONE. YOU PRACTICALLY *HELPED* HIM TO--

BAM!

AHHHH!

CLUNK

STOP WASTING OUR TIME.

THEN HOW ABOUT I WASTE YOUR *LIVES?*

MORE SMOKE. NICE TRY.

CASTLE, *WAIT!* HE'S GOT A...

AHHHHHHHH!

FLASHBOMB!

PUNISHER'S GOGGLES ENHANCED THE LIGHT. PROBABLY DESTROYED HIS *RETINAS*.

I CAN'T *SEE*. WHAT THE HELL WAS *THAT?*

IT WAS A--

I KNOW WHAT IT WAS.

GAAK!

I JUST NEEDED TO HEAR YOUR *VOICE*.

YOU *MORON!* I NEEDED HIM TO *TALK.*

TELL ME! WHO IS BEHIND THIS?

WHAT DID YOU MEAN, "I HELPED"?

YOU'RE THE BLINDEST ONE HERE, SPIDER-MAN. YOU'VE BEEN WORKING SO HARD TO CLEAN UP THIS CITY, AND ALL FOR WHAT?

SO HE CAN COME AND TAKE IT ALL AWAY FROM YOU.

WHO, DAMN IT?! *WHO* TOOK ALL MY WEAPONS? I'M THE *SUPERIOR SPIDER-MAN!* I'LL SCOUR THIS CITY UNTIL I FIND THE *TRUTH.*

HA!

-COUGH-

YOU HAVE NO IDEA HOW DEEP THIS GOES. AND I'M GONNA BE THE GUY WHO DELIVERS THE FIRST BLOW.

YOU AND *WHAT ARMY?*

YOUR OWN!

HA HA HA HA HA HA!

SUPERIOR SPIDER-MAN TEAM-UP #1 PARTY VARIANT BY TERRY DODSON & RACHEL DODSON

SUPERIOR SPIDER-MAN TEAM-UP #10

BETRAYAL.

IT'S A PAINFUL REALIZATION, BECAUSE UNLIKE BULLYING IT'S *PERSONAL*.

HA HA HA HA HA HA

JUST LIKE IT WAS WHEN I WAS TEN AND TWO NEIGHBORHOOD BOYS PRETENDED TO BEFRIEND ME, JUST SO THEY COULD GET A *LAUGH* OUT OF THE SCHOOL CROWD.

THIS WAS BEFORE I WAS *SUPERIOR SPIDER-MAN*. BEFORE I WAS *DOCTOR OCTOPUS*. WHEN I WAS MERELY *OTTO OCTAVIUS*.

BACK THEN MY DEFENSE WAS TO RETREAT TO MY ROOM; MY *HAPPY PLACE*, AMONG MY BOOKS AND PRIZED POSSESSIONS. I FELT PROTECTED THERE. *SECURE*.

AS I GOT OLDER I WOULD SWAP THAT FEELING FOR *POWER!* FOR *REVENGE!* AND THAT QUIET HAVEN WOULD GET BURIED SO DEEP THAT I HAVEN'T THOUGHT ABOUT IT IN YEARS.

I MENTION IT NOW, BECAUSE DESPITE THE DECADES OF MEMORIES I POSSESS, MINE, AND A FEW OF PARKER'S...

THAT SANCTUARY IS THE ONLY PLACE I WANT TO BE.

I CALL MYSELF THE *SUPERIOR SPIDER-MAN*, BUT THE TRUTH IS I'VE BEEN DUPED.

ON TOP OF DISCOVERING THAT MY ARSENAL OF WEAPONS HERE AT SPIDER-ISLAND HAD BEEN *STOLEN*, A SUICIDE BOMBER THEN TRIED TO BLOW THE PLACE UP.

DAREDEVIL, PUNISHER AND I TOOK DOWN THE TRAITOR, BUT NOT BEFORE HE DROPPED AN EVEN BIGGER BOMB: THE FACT THAT MY ENTIRE CREW IS TAKING ORDERS FROM SOMEBODY ELSE.

SMACK!

MY MIND IS WHIRLING WITH QUESTIONS. CONFIDENCE SHAKEN. THE BOMBER SAID I'VE ALREADY HELPED "HIM," BUT DIDN'T REVEAL WHO! SO NOW I DON'T KNOW WHO TO TRUST.

CLEARLY NOT MY MEN.

DAREDEVIL? HE'S BEEN LEERY OF ME SINCE I BECAME SPIDER-MAN.

PUNISHER? SURE, HE WAS BLINDED BY A FLASH BOMB, BUT THAT'S JUST THE SORT OF THING HE'D DO TO LESSEN SUSPICION.

SO THE ANSWER?

TRUST NO ONE!

THWIP

SNAP!

GOTCHA!

GET OFF OF ME!

SHACK!

STOP IT! I KNOW YOU'RE RATTLED, BUT WE HAVE TO WORK--

CASTLE! BEHIND YOU!

BAM!

--TOGETHER!

NO! I'M NOT TRUSTING *ANYONE* I'M NOT SURE OF.

NOT SURE OF?! I JUST GUIDED THE PUNISHER THROUGH AN ASSAULT AND YOU DIDN'T MAKE ONE JOKE ABOUT "THE BLIND LEADING THE BLIND." WHEN DOES SPIDER-MAN NOT--

PUMPKIN BOMB!

THWIP

...JOKE.

BOOM!

AS MUCH AS I HATE TO ADMIT IT, HE'S RIGHT. THE ODDS ARE *AGAINST* ME, BUT I'D STILL RATHER NOT RELY ON HELP FROM ANYONE UNLESS I *HAVE* TO.

AHHHHH!

BURN ME FROM ABOVE, WILL YA?

IF YOU CAN CALL IT "HELP."

RATATATA TATATAT!

WATCH WHERE YOU'RE FIRING, YOU DOLT!

HE CAN'T SEE, SPIDER-MAN. HE'S SIMPLY RESPONDING TO EXTERIOR STIMULI.

PING!

PANG!

PANG!

PANG!

THEN HE SHOULDN'T HAVE BEEN STUPID ENOUGH TO GET BLINDED.

NOT THE BEST TIME TO ALIENATE THE REMAINDER OF YOUR FRIENDS HERE, SPIDER-MAN.

THESE WEREN'T FRIENDS, CASTLE. THEY WERE HIS HENCHMEN.

CRACK

RATA TATA TAT!

THEY'RE NEITHER! MY SUSPICIONS ARE CORRECT. THESE ARE JUST MEN DISGUISED AS MY PATROL. MY ACTUAL PATROLS ARE STILL ON THE MAIN FLOOR ABOVE US.

THEN MAYBE YOU SHOULD CALL THEM...

BECAUSE WE'RE IN OVER OUR HEADS.

CASTLE! DOWN!

BOOOM!

LURING YOU DOWN HERE WAS OUR JOB, SPIDER-MAN, BUT KILLING YOU WILL BE OUR PLEASURE.

UNH.

SPIDER-MAN, STAND BACK!

NO!

WHACK!

WHEN I WANT YOUR HELP I'LL ASK FOR IT.

THEN CALL YOUR DAMN MEN IF YOU'RE NOT WILLING TO TRUST US.

I'M TRYING. BUT ALL FREQUENCIES ARE BEING BLOCKED.

AND THE CODES ON THE DOORS HAVE BEEN CHANGED.

WE'RE ON OUR OWN DOWN HERE!

GREAT! THEN HOW ABOUT A FEW TRUST EXERCISES?

LIKE FALLING BACKWARDS ONTO MY BLADE AND SEEING IF I CATCH YO--

WAIT. THAT *SOUND*.

WHIZZZZ

IT'S MY GLIDER.

WHAT?! THAT'S NOT POSSIBLE. I TOLD YOU, I NEVER TOOK YOUR GLIDER.

SURE YOU DIDN'T. NOW WHO WANTS TO TALK ABOUT TRUST?

PUNISHER, YOU MORON! YOU'RE AIMING RIGHT FOR ME!

I KNOW.

MY EYE-SIGHT IS GETTING BETTER.

I BARELY GET OUT OF THE WAY IN TIME.

RATATATATAT

UNGH!

BAM!

AND I NEEDED YOU TO CAMOUFLAGE THE SHOT.

THESE GLIDERS...

UNGH!

ALL HAVE THE SAME VISUAL DETECTION SYSTEMS.

THEN HOW DO YOU KNOW THAT ONE'S YOURS?

BECAUSE MINE'S ARMED WITH GOVERNMENT-ISSUE DRONE MISSILES.

FSHOO!

FSHOO!

BOOOOOOOOOMS

PLUS IT'S GOT A @#$& SKULL ON IT!

YOU IDIOT! THAT WAS AN EXPENSIVE PIECE OF MACHINERY!

AND OUR LIVES ARE WORTH MORE THAN IT.

IN FACT, EVERYTHING DOWN HERE IS PUTTING US IN DANGER. WE NEED TO LEVEL THE PLAYING FIELD.

PLEASE TELL ME YOU'VE GOT SOME SORT OF SELF-DESTRUCT SYSTEM IN THIS PLACE.

NO.

YOU'RE LYING.

OF COURSE I'M LYING, YOU IMBECILE. THIS ENTIRE WING IS WHERE I KEEP ALL MY PROTOTYPES. I'D BE A FOOL NOT TO HAVE IT PROTECTED.

AND WHAT GOOD IS BEING SURROUNDED BY THE OCEAN IF YOU CAN'T HAVE TONS OF WATER READY TO FLOOD THIS AREA THE MOMENT I'M NOT HERE TO DEFEND IT?

THEN DO IT!

BUT I'M HERE TO DEFEND IT!

AND YOU'RE LOSING!

I'LL HOLD THEM OFF WHILE YOU OPEN THE FLOOD GATES.

THERE'S NO GUARANTEE THAT I CAN!

YOU BETTER HOPE THERE IS.

BEEP BEEP BOOP

THESE CODES HAVE BEEN CHANGED, TOO! THE ONLY WAY TO DO IT NOW IS MANUALLY.

THEN DO IT.

KRAK

BUT THE TIME THAT WENT INTO MAKING THIS EQUIPMENT WAS EXTENSIVE.

STOP STALLING!

CRUNCH!

THE LEVEL OF POWER I ACHIEVED ON THESE MODELS IS UNPARALLELED.

JUST DO IT!

I HOPE THIS MAKES YOU HAP

AHHHHHHHH!

CLANG!

Phoosh

DEAR GOD!

SWOOSH!

THEY SAY "PRIDE COMETH BEFORE THE FALL."

WHOEVER ORCHESTRATED THIS ATTACK KNEW JUST HOW TO USE MY EGO AGAINST ME, LEAVING ME WITH NOTHING.

MY CONFIDENCE? GONE!

THE MONTHS OF RESEARCH CREATING NEW EQUIPMENT. GONE!

THE AIR IN MY LUNGS...

ALMOST GONE.

AND WHILE TODAY SHOULD BE AN EXAMPLE OF HOW FAITH CAN BE RESTORED...

GASP!

DID WE GET EVERYONE?

SEEMS THERE ARE A FEW STRAYS.

PING! PING!

PANG!

...THE SEEDS OF DOUBT HAVE BEEN SECURELY PLANTED.

THE SUICIDE BOMBER SAID I HAVE NO IDEA HOW DEEP THIS GOES. AND SO I'M LEFT TO WONDER...

WAS PUNISHER REALLY TRYING TO SHOOT ME EARLIER?

CORRECTION. WE GOT THEM ALL.

BAM!

CRASH

OR WORSE STILL, DID DAREDEVIL JUST GET ME TO DESTROY MY NEW WEAPONS IN ORDER TO LEAVE ME IMPAIRED?

HOLD ON, SPIDER-MAN. YOU NEED TO REST FOR A SEC.

AFTER ALL I'VE BEEN THROUGH TODAY, I STILL DON'T HAVE ANY ANSWERS. STILL DON'T KNOW WHO'S RESPONSIBLE FOR ALL THIS.

ALTHOUGH I'M BEGINNING TO HAVE MY SUSPICIONS.

FOR THE RECORD, I STILL DON'T APPROVE OF YOUR METHODS. IT'S ONE THING TO WASH THESE GUYS OUT TO SEA, BUT--

SHUT UP, DEVIL! WE'RE LUCKY TO BE ALIVE.

THERE'S ONLY ONE PERSON I KNOW WHO CAN GET INTO A MAN'S MIND LIKE THIS.

WHO WOULD STRIKE ON SUCH A PERSONAL LEVEL.

EVEN THOUGH I PURGED PARKER FROM MY BRAIN, THIS BODY I'M IN IS STILL HIS...

NO.

CERTAIN PHYSICAL RESPONSES CAN'T HELP BUT BE REFLEXIVE.

CERTAIN TRIGGERS, PAVLOVIAN.

I TELL MYSELF THIS BECAUSE IT'S THE ONLY EXPLANATION I HAVE...

FOR THE CHILL THAT RUNS DOWN MY SPINE.

NOOOO!

WHAT IS IT?

HOW CAN I HAVE BEEN SO STUPID?

RELAX. YOU WON THIS BATTLE.

BUT I MIGHT HAVE JUST LOST THE WAR.

SUPERIOR SPIDER-MAN TEAM-UP #4 NEW YORK COMIC CON VARIANT BY HUMBERTO RAMOS & EDGAR DELGADO

SUPERIOR SPIDER-MAN TEAM-UP #11

IF YOU HAD ASKED ME A WEEK AGO IF I THOUGHT I'D BE STRUNG UP BY A ***SPIDER-SLAYER*** NEXT TO A SPIDER-MAN FROM THE ***FUTURE***, I"M PRETTY SURE MY ANSWER WOULD'VE BEEN ***"NO!"***

IN FACT, WHEN YOU BOIL IT DOWN, THERE ARE REALLY JUST THREE MOMENTS IN LIFE THAT PEOPLE TRY TO VISUALIZE AHEAD OF TIME: THEIR ***TWENTY-FIRST BIRTHDAY***, THEIR ***WEDDING*** DAY AND THE DAY THEY'RE GOING TO ***DIE***.

FOR ME, HOWEVER, THERE WAS ANOTHER.

THE BIG QUESTION BEING, WHETHER IT WAS ACTUALLY A FOURTH IMAGE...

SEE SUPERIOR SPIDER-MAN #29!

...OR JUST A DIFFERENT IMAGE OF THE THIRD?

FZZZT!

BECAUSE IT'S THE DAY I KNEW I WOULD STARE INTO THE EYES OF NORMAN OSBORN AGAIN.

HA HA HA HA HA HA HA HA!

SOMEONE ONCE SAID THE EYES ARE THE PORTALS TO THE SOUL.

BUT IN THIS CASE, THERE IS NO SOUL.

SO FOR ME IT MAKES HIS EYES JUST PORTALS.

PORTALS TO ANOTHER TIME.

Europe.
YEARS AGO

CRAK!

I HAD RECEIVED A LETTER INVITING ME TO COME TO EUROPE.

TO A PLACE WHICH WAS SURPRISINGLY NICER THAN I EXPECTED...

CONSIDERING THE LETTER CAME FROM BEYOND THE GRAVE.

COME IN, SIR. WE'VE BEEN EXPECTING YOU.

NORMAN OSBORN HAD BEEN DEAD FOR YEARS.

BUT HIS REPUTATION HAD LIVED ON.

IN FACT, IT DID MORE THAN LIVE ON.

IT GREW.

YOU MAY GO IN, SIR.

AFTER YOU.

I'M SORRY, BUT THIS IS AS FAR AS I'VE BEEN PERMITTED.

HOW DO I KNOW THIS ISN'T A TRAP?

BECAUSE THAT'S NOT HOW WE TREAT THE GUESTS...

...OF NORMAN OSBORN.

GRAGK!

IT REALLY WAS HIM.

WHY, DR. OCTAVIUS. YOU LOOK LIKE YOU'VE SEEN A GHOST.

GHOSTS DON'T MAKE ME JUMPY.

THEN LET ME MAKE YOU MORE COMFORTABLE.

BZZZ

NO!

THINKING BACK NOW, IT'S MOSTLY A BLUR.

RRRRIIIPPPPP!

THE KIND WHERE YOU WAKE UP IN THE MIDDLE OF AN ACTION YOU DON'T REMEMBER STARTING.

BUT I GUESS I INSTINCTIVELY KNEW THAT IF OSBORN HAD RETURNED...

...SO HAD THE *GREEN GOBLIN.*

ZAP!

WE HAD NEVER MINGLED IN THE PAST.

AND I REALLY DIDN'T WANT TO START NOW, BUT...

SIR?

YOU BUZZED FOR A BEVERAGE?

YES, FOR OUR GUEST HERE. BUT HE SEEMS TO HAVE A STRONG AVERSION TO ALCOHOL.

I DON'T DRINK.

TOO BAD, TOO. I TOLD ANDREW HERE THAT WE HAD A NOTED SCIENTIST VISITING AND THAT HE SHOULD CONCOCT SOMETHING APPROPRIATE.

WHAT DID YOU COME UP WITH, ANDREW?

RUM AND DOCTOR POPPER, SIR?

WELL, NO SENSE HAVING IT GO TO WASTE.

YOU CAN'T BLAME ME FOR REACTING THE WAY I DID. IF I HAD KILLED YOU IT WOULD'VE BEEN YOUR OWN FAULT.

TRUST ME WHEN I SAY...

...I WASN'T THE LEAST BIT WORRIED.

I WON'T BORE YOU WITH ANYTHING THAT HAPPENED ***BEFORE*** THIS MOMENT, DR. OCTAVIUS, BECAUSE THIS IS THE MOMENT WHEN EVERY-THING CHANGES.

IN WHAT WAY?

IN THE WAY THAT SPELLS THE *END* OF *SPIDER-MAN!*

CRACK

I'VE WORKED WITH OTHERS *BEFORE*, IF THAT'S WHAT YOU'RE SUGGESTING.

IT DOESN'T ALWAYS GO AS SMOOTHLY AS YOU'D EXPECT.

AH YES. YOU'RE REFERRING TO YOUR *SINISTER SIX.*

WELL, ALL I CAN SAY IS THIS TIME YOU WON'T BE WORKING WITH A BUNCH OF AMATEURS.

YOU'LL BE WORKING WITH HIS *GREATEST* ENEMY.

I'D SAY THAT'S UP FOR DEBATE.

WHAT'S IN IT FOR YOU?

DO YOU REALLY HAVE TO ASK?

I DIDN'T THINK SO.

SURPRISINGLY, THE PARTNERSHIP WENT BETTER THAN I EXPECTED.

I GOT TO WORK WITH THE FINEST EQUIPMENT MONEY COULD BUY...

AND NORMAN GOT TO HARNESS THE GREATEST SCIENTIFIC MIND OF HIS GENERATION.

WHICH, I SUSPECT, IS THE REAL REASON HE WANTED TO TEAM UP.

AS BOLD AS HE WAS, JUMPING BACK INTO THE THICK OF THINGS AFTER SO MANY YEARS AWAY IS NOT SOMETHING YOU WANT TO DO ALONE.

AND TOGETHER WE CREATED SOME OF THE MOST REMARKABLE CREATIONS.

NOT TO MENTION...

IT BEGAN TO BE FUN.

IT BECAME CLEAR THAT WE WERE BETTER OFF AS A TEAM.

AND THAT WITH OUR COMBINED EXPERTISE WE COULD ACTUALLY SQUASH THE SPIDER FOR GOOD!

I HAVE TO TELL YOU, OTTO. I IMAGINED A LOT OF THINGS COMING OUT OF THIS PARTNERSHIP: THE DEATH OF SPIDER-MAN, REVOLUTIONARY WEAPONS...

BUT THE ONE THING I DEFINITELY DID NOT EXPECT...

WAS A *FRIENDSHIP.*

IS THAT WHAT THIS IS? I WOULDN'T KNOW.

HA HA HA HA!

I GUESS THERE AREN'T MANY "BEST BUDS" IN OUR LINE OF WORK ARE THERE?

THE ONLY FRIEND I EVER HAD IN MY WHOLE LIFE WAS MY *WIFE*, EMILY. WE WERE CHILDHOOD SWEETHEARTS, YOU KNOW.

THEN A YEAR AFTER OUR SON HARRY WAS BORN, SHE FELL ILL AND DIED.

AND WITH HER WENT MY ONE AND ONLY FRIEND, DIDN'T IT, GOBBY?

I'M SORRY, NORMAN.

AW HELL, IT'S ONE MORE FRIEND THAN *YOU* HAD.

HA HA HA HA HA HA!

I WAS ENGAGED ONCE, ACTUALLY.

PFFFFT!

WHAT?!

YOU OLD DOG!

WHAT, WAS SHE BLIND?

I'M JUST KIDDING. I'M SURE YOU'RE VERY HANDSOME UNDER THOSE GLASSES.

HERE, LET ME SEE.

NO, I'D RATHER N--

LET ME SEE THEM!

SEE, YOU'RE NOT SO BAD.

IN A GILBERT GOTTFRIED SORT OF WAY.

WHO WAS SHE? YOUR *FIANCEE*, THAT IS.

HER NAME WAS MARY ALICE. SHE WAS A CO-WORKER AT THE RESEARCH CENTER I WAS WORKING AT.

"BUT MY MOTHER DIDN'T APPROVE. SAID I NEEDED TO TAKE CARE OF *HER* AND NOT SOME GIRL I HARDLY KNEW.

"I KNEW SHE WAS WRONG, OF COURSE. THAT SHE HAD NO RIGHT TO SUGGEST SUCH A THING. BUT SHE WAS MY MOTHER, AFTER ALL.

"AND SO I CALLED OFF THE ENGAGEMENT. SENT THE ONE FRIEND I HAD MADE IN THIS WORLD AWAY IN TEARS.

"IT BROKE MY HEART, REALLY.

"AND TO ADD INSULT TO INJURY, MY MOTHER THEN MET A SUITOR OF HER OWN AND LEFT ME IN THE DUST.

"I NEARLY CHOKED ON THE HYPOCRISY."

IS THAT WHAT LED TO THIS WHOLE OCTOPUS LOOK?

IN A WAY.

WELL, THAT'S WHAT WE DO, ISN'T IT? BURY IT DOWN DEEP AND COVER IT ALL UP WITH A BUNCH OF NONSENSE.

BUT THE TRUTH IS, OTTO, NOT A DAY GOES BY THAT I DON'T THINK ABOUT MY EMILY.

DID YOU EVER THINK OF LOOKING MARY ALICE UP?

MAYBE ONE DAY. WHEN I'VE REACHED MY GOAL OF BEING THE GREATEST SCIENTIST THAT EVER LIVED.

I BEG YOUR PARDON.

YOUR GOAL SHOULD BE THE *DESTRUCTION OF SPIDER-MAN!*

THEY'RE ONE AND THE SAME, NORMAN.

I JUST PREFER TO DO IT THROUGH SCIENCE.

YOU'LL DO IT THE WAY I SAY!

I HAVEN'T REMAINED HIDDEN FOR YEARS TO MERELY KILL SPIDER-MAN! I WANT TO *DESTROY* HIM! TO *LEVEL* HIM! TO *CRUSH HIS VERY SOUL.* THEN AND ONLY THEN...

CRASH!

WILL IT BE WORTHY OF THE GOBLIN'S RETURN!

AND YOU SHOULD KNOW THAT!

SMACK!

THE THING ABOUT "CRAZY" IS IT REARS ITS HEAD WHENEVER IT WANTS.

YOU FEEL THAT STING OF BETRAYAL, OTTO? THAT'S WHAT I'M TALKING ABOUT. IT'S NOT THE SLAP THAT HURTS. IT'S THAT IT CAME FROM A FRIEN--

AAAAHHHHHH!

AHHHH!

AND DO YOU FEEL THE METAL THAT'S CRUSHING YOUR SKULL, NORMAN? THAT'S SCIENCE. AND IF IT'S GOOD ENOUGH TO SILENCE YOU, IT'S GOOD ENOUGH TO SILENCE SPIDER-MAN.

I'M NOT USE TO "CRAZY." I WORK IN ABSOLUTES. IN PERCENTAGES.

BUT I DON'T WANT TO SILENCE HIM! I WANT TO *DESTROY* HIM.

ZZZZZZT!

MY CALCULATIONS ARE PRECISE. MY ISSUES, IF YOU CAN CALL THEM THAT, ARE MORE OBSESSION BASED.

CRASH!

THEN DO THE RESEARCH!

BUT WHAT STOPPED ME FROM DISSOLVING THIS PARTNERSHIP RIGHT THEN AND THERE, WAS THAT I KNEW...

EVEN THE MOST PERFECT FORMULA...

NEEDS A SPARK.

CRACKLE

NORMAN, *DON'T!* WE WANT THE *SAME THING!*

THE *DESTRUCTION OF SPIDER-MAN!*

LET'S NOT WASTE OUR ENERGY ON *EACH OTHER.*

AND JUST AS QUICKLY AS IT APPEARS...

YOU'RE RIGHT.

CLICK

CRAZY DISAPPEARS.

PLUS THIS SKIRMISH HAS CONVINCED ME I OBVIOUSLY NEED MORE TIME TO RECOVER.

IT TOOK A WHILE, BUT I WAS FINALLY ABLE TO BRING NORMAN AROUND TO MY SIDE.

IT WOULD BE A COMBINATION OF MY *SCIENTIFIC GENIUS* AND NORMAN'S *DETERMINATION* THAT WOULD BRING ABOUT SPIDER-MAN'S ULTIMATE DEMISE.

SO WE WAITED.

FOR THE PERFECT TIME TO STRIKE.

SPIDER-SLAYERS? WHAT KIND OF IDIOT WOULD BE SEEN IN ONE OF THOSE THINGS?

FINAL DAILY BUGLE
SINCE 1897
$1.00 (in NYC, $1.50 outside city)
NEW YORK'S FINEST DAILY NEWSPAPER

SPIDER-MAN BATTLES SPIDER-SLAYERS

SPIDER-MAN HAD A BUSY FEW MONTHS...

LIVE

...FIGHTING *SPIDER-SLAYERS*, THE *SCORPION* AND THEN THAT GOOEY ALIEN NAMED *VENOM*. ONLY NOW HE WAS *RED*. MAYBE IT WAS A DIFFERENT ALIEN. I DON'T KNOW. I CAN'T KEEP UP WITH THESE INFERIOR AMATEURS.

THE POINT WAS, SPIDER-MAN WAS ABOUT TO BE REINTRODUCED TO HIS MOST *SUPERIOR* ADVERSARIES.

HE'S BEEN FIGHTING FOR WEEKS. HE MUST BE EXHAUSTED.

THEN NOW IS THE TIME TO STRIKE. AND INTRODUCE SPIDER-MAN TO...

THE OCTO-GOBLIN!

I HAVE TO CONFESS, OTTO. I THINK WE MAKE AN INCREDIBLE TEAM.

I FELT THE SAME WAY. SEEING MY WORK COME TO FRUITION AND SEEING IT ON NORMAN LIKE THAT, I FELT, I DON'T KNOW WHAT YOU'D CALL IT. WHATEVER THE OPPOSITE OF JEALOUSY IS.

NORMAN WAS RIGHT. THE SINISTER SIX WERE MORE LIKE SECOND RATE HENCHMEN. MY MINIONS, IF YOU WILL. BUT NOW I HAD AN *EQUAL*. SOMEONE I FELT WAS WORTHY OF MY TIME AND INTELLECT. AND IT FELT RIGHT.

I RETURNED TO AMERICA AND WORKED OUT THE ARRANGEMENTS. THE WEEKS OF PLANNING WERE FINALLY COMING TOGETHER AND I WAS AS EXCITED AS A KID ON SCIENCE FAIR MORNING.

THEN I GOT THE PHONE CALL.

BRRRRIIIINNNNGGGG

CHESS IS THE PERFECT GAME FOR ME BECAUSE IT TAKES BOTH PATIENCE AND INTELLECT...

HELLO.

IT'S TIME.

WHAT ARE YOU TALKING ABOUT? YOU'RE A WEEK EARLY.

JUST MEET ME AT THE HOSPITAL.

IN CHESS, YOU CAN PREDICT A VICTORY A GOOD TWENTY-SEVEN MOVES IN ADVANCE.

PROVIDED YOU FOLLOW THE MOVES TO THE LETTER.

THE HOSPITAL? WHY? WHAT HAPPENED? ARE YOU OKAY?

I'M FINE. EVERYTHING IS GOOD. I JUST THOUGHT THIS WOULD WORK BETTER.

WHAT WILL WORK BETTER? WHAT ARE YOU TALKING ABOUT? IS THE EQUIPMENT ALL RIGHT?

YES, THE EQUIPMENT IS ALL RIGHT. STOP BEING SO ATTACHED TO YOUR STUPID WORK. I BET YOU ANSWERED THE PHONE WITH THOSE $%&@ ARMS, DIDN'T YOU?

NO.

WELL, YOU NEED TO BE MORE SPONTANEOUS. JUST MEET ME. SOMETHING IS ABOUT TO HAPPEN WHICH WILL GET OUR SPIDER'S ATTENTION.

ADVERSELY, IN CHESS, YOU CAN ALSO TELL IN TWENTY-SEVEN MOVES WHEN YOU'RE ABOUT TO LOSE.

WHAT ARE WE DOING HERE?

CHANGE OF PLANS.

NO! NO CHANGE OF PLANS! WE STICK TO THE PLAN!

I KNOW, I KNOW. YOU'RE PROBABLY RIGHT, BUT I HAVE TO BE HONEST WITH YOU. I HAVEN'T FELT COMPLETELY RIGHT EVER SINCE OUR WHOLE "SOUL VS. SCIENCE" ARGUMENT.

ARE YOU KIDDING ME?

IT'S JUST, DEEP DOWN I KNOW I'M RIGHT. I BELIEVE THAT A MAN CAN COME BACK FROM A WOUND...

HELL, I'M PROOF OF IT.

BUT CAN HE COME BACK FROM A BROKEN SOUL?

THE THING ABOUT CRAZY IS, IT REARS ITS HEAD WHENEVER IT WANTS.

NORMAN, NOW IS NOT THE TIME TO DRUDGE THIS UP. WE'VE WORKED--

YOU'RE RIGHT, YOU'RE RIGHT. BUT THEN I REALIZED, I CAN'T GET MAD AT YOU FOR HAVING YOUR OPINION, BECAUSE YOU'VE NEVER EXPERIENCED THE PAIN I'M TALKING ABOUT.

LET'S CALL IT OFF. CALL THE WHOLE THING OFF UNTIL--

WE CAN'T CALL IT OFF. IT'S TOO LATE FOR THAT.

NO IT'S NOT. WE'LL SIMPLY WAIT A FEW WEEKS--

OTTO!

WE'LL REGROUP AND THEN WE CAN--

OTTO!

I FOUND MARY ALICE.

YOU WHAT?

I FOUND YOUR FIANCEE. SORRY, EX-FIANCEE.

AND NOW, BEAR WITH ME BECAUSE SOMETIMES THE EFFECT OF THE *GOBLIN FORMULA* MAKES ME A LITTLE, YOU KNOW... WHATEVER, BUT, WELL, I WANTED YOU TO FEEL THE KIND OF PAIN AND LOSS THAT I WAS TALKING ABOUT, SO...

I HAD HER CAR RUN OFF THE ROAD.

YOU DID *WHAT?!*

RELAX! RELAX! SHE'S FINE. JUST A LITTLE BANGED UP...MOSTLY. THE DOCTORS GAVE HER A *BLOOD TRANSFUSION* AND SHE'S EXPECTED TO MAKE A FULL RECOVERY.

OH THANK GOD!

YES, I'VE LEARNED MY LESSON.

WHICH IS WHY I THEN INFECTED HER BLOOD WITH A *DEADLY VIRUS.*

SUPERIOR SPIDER-MAN TEAM-UP #12

MEMORIES ARE LIKE PEOPLE. YOU NEVER KNOW WHICH ONES ARE GOING TO SHOW UP...

OTTO, HAVE YOU MET MARY ALICE YET?

SNACKS

NO.

...OR HOW LONG THEY'RE GOING TO STAY.

ONE OF THE FEW TIMES MARY ALICE AND I BICKERED WAS OVER THE THEORY OF MEMORIES.

YOU'RE TELLING ME YOU DON'T THINK THERE'S ANY TIME DELAY BETWEEN STIMULUS AND RESPONSE.

NO.

SHE BELIEVED THAT MEMORIES TOOK UP A DURATION OF *TIME*...

...WHEREAS I SAID THEY TOOK UP ONLY A GEOGRAPHICAL *SPACE*. A POINT ON THE CEREBRAL CORTEX NO BIGGER THAN THE HEAD OF A PIN, I SURMISED.

I KNOW WE'RE BOTH VERY SMART PEOPLE, OTTO, BUT DO YOU MIND IF WE JUST SEE SOMETHING DOPEY TONIGHT?

NO.

ONLY I MIGHT HAVE BEEN WRONG.

WRONG ABOUT A LOT OF THINGS.

IS THERE ANYTHING I CAN DO TO *CHANGE YOUR MIND?*

NO.

BECAUSE THE TIME IT TOOK TO PROCESS WHAT THE GOBLIN HAD DONE TO THIS INNOCENT WOMAN AND FOR THE REALITY TO HIT...

FELT LIKE A LIFETIME.

NOOO

I WANTED HIM DEAD.

SMACK

YOU MONSTER!

I WANTED IT TO BE PAINFUL.

I'LL *KILL* YOU FOR WHAT YOU'VE DONE!

UNGH!

CRASH!

AND I WANTED HIM TO FEEL IT!

YOUR WEAPONS WON'T HELP YOU, YOU MANIAC!

NORMAN ONCE CONFESSED TO ME THAT WHEN HE "DIED" IT WAS FROM A CHEST WOUND.

AND SINCE I WANTED HIM TO DIE ALL OVER AGAIN...

RRRIPPP!

THAT'S WHERE I STRIKE.

AND STRIKE.

AND STRIKE.

AND STRIKE.

BAM!

BAM!

THE MORE I POUNDED, THE MORE I REALIZED I WASN'T TRYING TO DESTROY HIS HEART...

AND STRIKE.

BAM!

I WAS TRYING TO DESTROY MY OWN.

AND STRIKE.

STOP IT FROM *FEELING*.

AND STRIKE.

FROM *CARING*.

AND STRIKE.

FROM *BEATING*.

BAM! BAM! BAM!

BAM!

AND STRIKE.

BECAUSE I KNEW I HAD BROUGHT THIS HORROR ON MYSELF BY DOING BUSINESS WITH THE DEVIL.

AND STRIKE.

BUT IT WASN'T WORKING.

AND STRIKE.

IN FACT, THE MORE I PUNCHED HIM, THE MORE I WAS PROVING HIS POINT.

THAT WHILE HE WAS THE ONE TAKING THE PHYSICAL BEATING...

AND STRIKE.

I WAS THE ONE WHO WOULD NEVER RECOVER.

BAM!

BECAUSE THAT WAS HIS PLAN THE WHOLE TIME. QUITE POSSIBLY FROM THE BEGINNING EVEN.

PLAYED OUT WITH THE COLDEST OF CALCULATIONS, RIGHT DOWN TO KNOWING THAT MY REACTION WOULD ATTRACT THE ATTENTION HE NEEDED.

SSSSPIDER-MAN...IS... COMING.

OTTO?

HUH?

WHAT ARE YOU DOING HERE?

AND AS A RESULT, THE LAST WORDS I SPOKE TO THE ONLY WOMAN I HAD EVER LOVED...

I...

HE...

WERE BARELY WORDS AT ALL.

AND MY EXIT...

HARDLY A FAREWELL.

IT WAS MY INSISTENCE THAT SCIENCE ALONE WAS ENOUGH TO KILL SPIDER-MAN THAT DROVE NORMAN TO CREATE THIS NIGHTMARE...

SO OF COURSE I BELIEVED THAT SCIENCE ALONE COULD WAKE ME FROM IT.

I SWORE THAT I WOULD WORK TIRELESSLY TO FIND A CURE FOR MARY ALICE. LETTING NOTHING STAND IN MY WAY.

NOT THE POLICE...

NOT SPIDER-MAN...

NOT NATURE ITSELF.

IT SEEMS CARTOONISH NOW. A GENIUS MIND SCREAMING AT NATURE, ATTEMPTING TO DEFY THE GODS...

BUT THE TRUTH IS I WASN'T THE BRILLIANT SCIENTIST I AM TODAY.

AND SO I FAILED.

RESULTS: NEGATIVE III

SEE SPIDER-MAN UNLIMITED #3

I COULDN'T HELP BUT FEEL RESPONSIBLE FOR MARY ALICE.

EVEN THOUGH I HADN'T SEEN HER IN YEARS, THE POOR WOMAN COULDN'T ESCAPE THE CURSE OF KNOWING ME.

I WOULD HAVE GIVEN ANYTHING TO SWITCH PLACES WITH HER. EVEN CONTEMPLATED ENDING MY OWN LIFE AS PUNISHMENT FOR WHAT I HAD CAUSED.

BUT THAT WOULD'VE LEFT NO ONE TO FULFILL THE TASK THAT TRULY NEEDED TO BE ACCOMPLISHED...

MARY ALICE ANDERS

BEL

THE DEATH OF THE GREEN GOBLIN.

SHOW YOURSELF, NORMAN!

CRASH

WELCOME BACK, OTTO. YOU LOOK A LITTLE TIRED. EVERYTHING ALL RIGHT?

DON'T TOY WITH ME, YOU SON OF A--

SMASH!

FACE ME, YOU COWARD! YOU WANTED TO TOUGHEN ME UP? WELL, YOU DID IT! NOW FACE THE WRATH OF A MAN WHO HAS NOTHING TO LOSE.

NOTHING TO LOSE? MY DEAR MAN. HAVE YOU NOT BEEN PAYING ATTENTION?

THERE'S ALWAYS SOMETHING TO LOSE.

RRRIP!

AND IF YOU'LL JOIN ME IN THE STUDY, I'LL BE HAPPY TO KEEP PROVING IT TO YOU.

RRAAAHHHH!

SMASH!

CRASH!

CRASH!

YOU'LL RUE THE DAY, YOU MISERABLE BEAST!

I'LL MAKE YOU WISH YOU NEVER--

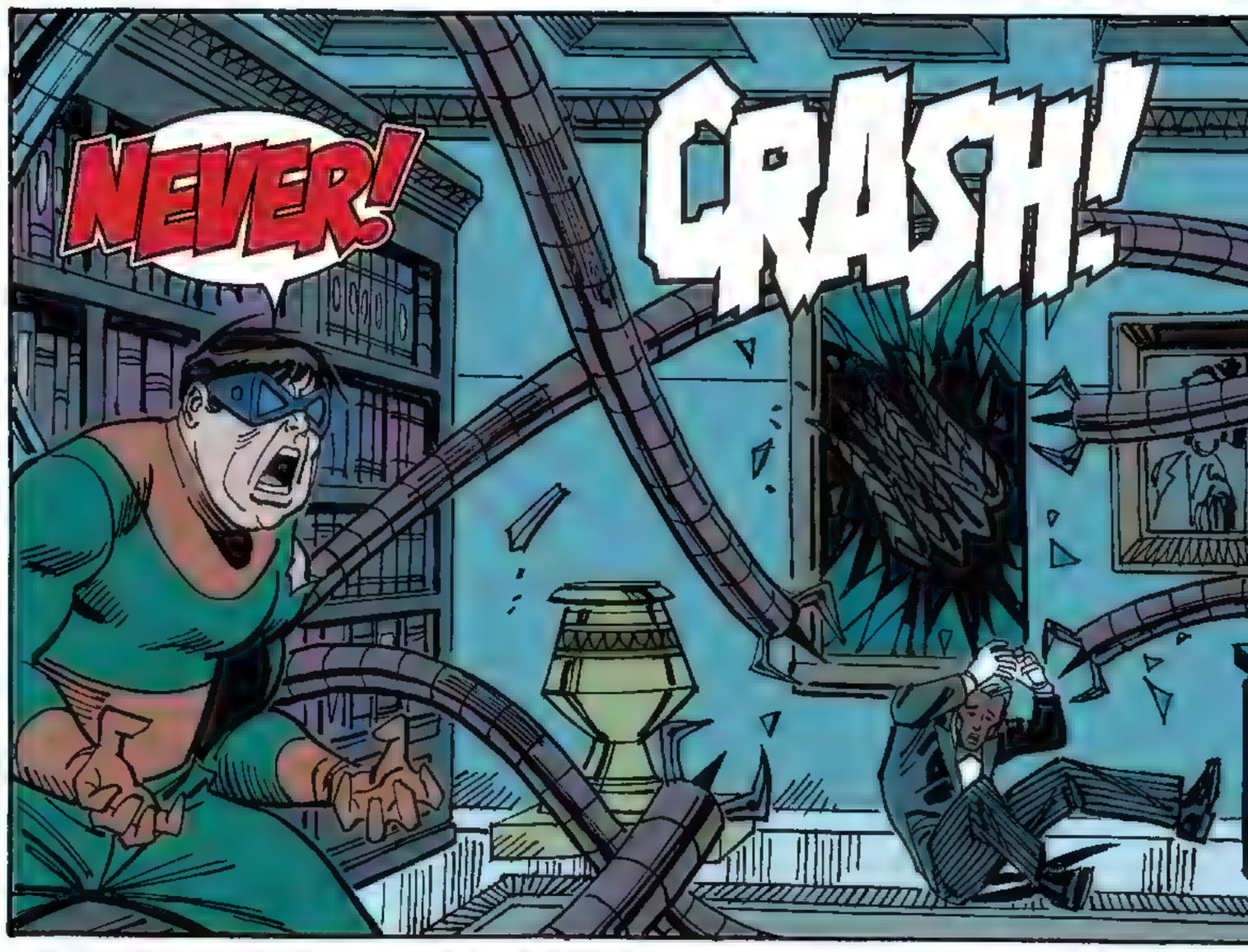
GASP!

BAM! BAM! BAM! BAM! BAM!
PING PANG PING PANG PING
PANG PING PANG
YOU DARE MARCH INTO MY SECRET LAIR ALONE?
BAM!
AHHH!
I DON'T NEED ANY HELP TO RIP YOU LIMB FROM LIMB!
HA! HA! HA! HA! HA!
YOU POOR FOOL. I'M NOT EVEN THERE, OTTO.
HELL, I'M NOT EVEN IN THE COUNTRY. I'M AWAY ON BUSINESS.
YOU'RE LYING! YOU'RE HIDING. AFRAID OF ME.
OH, I KNOW YOU WISH THAT TO BE TRUE. BUT TO BE HONEST, WHILE THIS TRAGEDY WILL FOREVER SHAPE YOUR LIFE...
THERE'S A CHANCE I WON'T EVEN REMEMBER IT.
THUMP! CRASH! BAM!
IT WAS THAT INCONSEQUENTIAL.
WHY DID YOU DO IT, NORMAN? I KNOW WHY YOU SAID YOU DID IT, BUT REALLY, WHY?
I THOUGHT WE SHARED SOMETHING.
WE DID, OTTO.
WE SHARED A FUNDAMENTAL DIFFERENCE.
BUT HOPEFULLY NOW YOU SHARE MY VIEWS.

COUGH
YOU ARE HERE!

CRASH!
PLEASE, DON'T!
WRONG AGAIN, DOCTOR. IT'S ONLY MY BUTLER. PLUS A LITTLE MEMENTO I WANTED YOU TO HAVE. I FIGURED YOU'RE SO ATTACHED TO THOSE ARMS OF YOURS, NO PUN INTENDED, THAT I'D GIVE YOU BACK THE WORK WE DID TOGETHER AS A SOUVENIR.
ALTHOUGH WHO AM I KIDDING? I'M NOT GOING TO TOP THE SOUVENIR I ALREADY GAVE YOU, AM I?

DO IT! KILL HIM! RAGE IS BETTER THAN REASON, OTTO!
FREE YOURSELF FROM YOUR EQUATIONS AND YOUR THEORIES!
STOP TRYING TO BE THE PERFECT PERSON YOUR MOTHER WANTED YOU TO BE!
BE MY NUMBER TWO!
RAAAHH!


NEVER!
CRASH!

HUH?

LISTEN TO ME, NORMAN. I KNOW THAT GOBLIN FORMULA CAN PROTECT YOUR BODY, BUT IT CAN DO NOTHING FOR YOUR EGO. AND THAT'S WHERE I'M GOING TO HIT YOU THE HARDEST. BECAUSE I AM GOING TO WIN! DO YOU HEAR ME?! I'M GOING TO STICK TO MY WAYS AND I'M GOING TO BE THE ONE WHO DEFEATS SPIDER-MAN.

IT MIGHT NOT BE TODAY, IT MIGHT NOT BE THIS YEAR, BUT YOU HAVE MY WORD THAT OUR PATHS WILL NOT CROSS AGAIN UNTIL I HAVE **KILLED** THE SPIDER AND CROWNED MYSELF HIS **SUPERIOR** ENEMY.

AND SO MY QUEST TO DESTROY SPIDER-MAN BECAME TWO-FOLD.

INSTEAD OF THE ENEMY OF MY ENEMY BEING MY FRIEND...

HE BECAME MY INSPIRATION.

MY DRIVE.

MY NEMESIS.

FOR I KNEW, THAT WHEREVER NORMAN WAS, AND DESPITE WHAT HE HAD SAID...

THE FEAR OF LOSING WAS ALREADY CONSUMING HIM.

I RETURNED TO MY WORK WITH A FOCUS I NEVER KNEW I HAD.

WHILE ALSO KEEPING TABS ON EVERYTHING THE GOBLIN WAS UP TO.

FOR EVERY TIME HE MESSED WITH SPIDER-MAN'S MIND...

I MASTERED A NEW PIECE OF MURDEROUS MACHINERY.

AND WHEN HE REACHED NEW LOWS IN HIS TACTICS TO GET RID OF THE SPIDER...

I REACHED NEW HEIGHTS IN MY DEADLY SCIENTIFIC DISCOVERIES.

DIFFERENT ROADS TO THE SAME DESTINATION, SOME WOULD SAY.

YET NEITHER GOBLIN NOR I COULD EVER SEAL THE DEAL.

BE IT THROUGH SCIENCE OR SAVAGERY, THE STENCH OF FAILURE PERMEATED OUR BEINGS.

BUT LIKE TWO HEAVYWEIGHTS FIGHTING TO WIN THE TITLE...

WE KEPT AT IT...

...FOR FAR TOO LONG.

UNTIL FINALLY I DECIDED THAT THE WAY TO PROVE I WAS THE SUPERIOR ENEMY...

...WAS TO BECOME THE SUPERIOR HERO.

AND IT *WORKED*. NOT ONLY DID I ELIMINATE THE INFERIOR SPIDER-MAN THROUGH SCIENCE...

...IT GAVE ME A SECOND CHANCE AT LIFE.

AND A SECOND CHANCE AT LOVE.

AND A SECOND CHANCE AT REDEMPTION.

PARKER INDUSTRIES

DAILY BUGLE

MAYOR JAMESON BACKS SPIDER-MAN.

BUT OF COURSE, THE MORE THINGS CHANGE...

...THE MORE THEY STAY THE SAME.

AND HISTORY HAS A WAY OF REPEATING ITSELF.

YOU'RE A GENIUS, OTTO.

CERTAIN THINGS FELT ALL TOO FAMILIAR.

I DON'T APPROVE OF YOU SEEING THIS GIRL.

MOM!

I REMEMBER THINKING I WOULD HAVE WILLINGLY SWITCHED PLACES IF IT MEANT I COULD'VE SAVED MARY ALICE.

I INFECTED HER BLOOD WITH A DEADLY VIRUS.

YOU'RE BRILLIANT, PETE.

AND WHILE IT WAS A LIFETIME BEFORE I WOULD FIND SOMEONE LIKE MARY ALICE AGAIN.

I'M NOT PREJUDICED BUT YOU CAN'T BLAME AN OLD WOMAN FOR WORRYING ABOUT GRANDCHILDREN...

MAY!

COMFY, ANNA MARIA?

SO THIS TIME, WITH THE BETTER MAN WAITING IN THE WINGS.

I DID.

HE DID.

HE SWITCHED PLACES WITH ME, SAVING BOTH ANNA MARIA AND MYSELF.

MY NAME IS PETER PARKER. THE REAL PETER PARKER, THAT IS. FOR A WHILE I HAD BEEN LOCKED IN THIS BRAIN THAT OCK AND I BOTH SHARED. CALL MY ROLE IN ALL OF THIS WHAT YOU WILL: A PARTICIPANT IN HIS LIFE, AN OBSERVER TO HIS MEMORIES, BUT WATCHING THIS PARTICULAR STORY UNFOLD HAS GIVEN ME NEW PERSPECTIVE ON OCK'S ACTIONS. AND WHILE I DON'T CONDONE THE THINGS HE'S DONE, I CAN AT LEAST UNDERSTAND THEM A BIT MORE.

TO HIS CREDIT, IT WAS OTTO'S SCIENTIFIC FINDINGS THAT HELPED CREATE THE GOBLIN CURE, SO IN A WAY HE ***DID*** WIN HIS BATTLE WITH NORMAN. BECAUSE NOT ONLY DID HE KILL THE GREEN GOBLIN AS WE KNOW HIM, BUT HE DID IT THROUGH ***SCIENCE***.

THE IRONY BEING THAT WHAT FINALLY ENABLED THIS SCIENTIFIC MASTERMIND TO BECOME A SUPERIOR ***PERSON***, WAS WHEN HE STOPPED THINKING WITH HIS HEAD...

AND STARTED THINKING WITH HIS ***HEART***.

AS FOR ME, I'M JUST HAPPY TO BE BACK. A LOT HAS CHANGED IN MY LIFE, AND A LOT OF CONSEQUENCES NEED TO BE FACED.

BUT FOR THE TIME BEING IT FEELS GOOD TO LOOK IN THE MIRROR AND KNOW THAT BEHIND THOSE BABY BROWNS IS...

MICHAEL RAMOS

The AMAZING SPIDER-MAN

SUPERIOR SPIDER-MAN TEAM-UP #11-12 COMBINED COVERS

INTRODUCTION BY CHRIS YOST

(ORIGINALLY PRINTED IN *SUPERIOR SPIDER-MAN TEAM-UP VOL. 1: VERSUS TPB*)

For me, *Marvel Team-Up* was always the best book... It starred Spider-Man, my favorite character, and threw him into big adventures using the entire Marvel Universe as his supporting cast.

Not only did I get to see Spidey team up with the best of the best of the MU — guys like Captain America, Thor, Iron Man and the Hulk — I also was introduced to characters that I'd never seen or heard of before: heroes (and sometimes villains) like Quasar, the Shroud, the New Mutants, Adam Warlock, the cast of *Saturday Night Live* and some group of unknowns called the Guardians of the Galaxy.

Spider-Man's day-to-day was always pretty real-world, street-level stuff, but in *Team-Up* anything went... He could be on the moon with the Watcher or in the Dark Dimension with Dr. Strange. It was a Spider-Man book opening up the entire Marvel Universe to me, and I was all in.

Our hope is that THIS is going to be that book once again, but we're starting it off with a little twist. Because this time...Doctor Octopus is Spider-Man.

It's in this Marvel Now! World Order that the team-up book returns, and we see how the shadow of Peter Parker looms over both the Superior Spider-Man and the Marvel Universe. We've got big stuff planned, far-reaching arcs, huge developments...

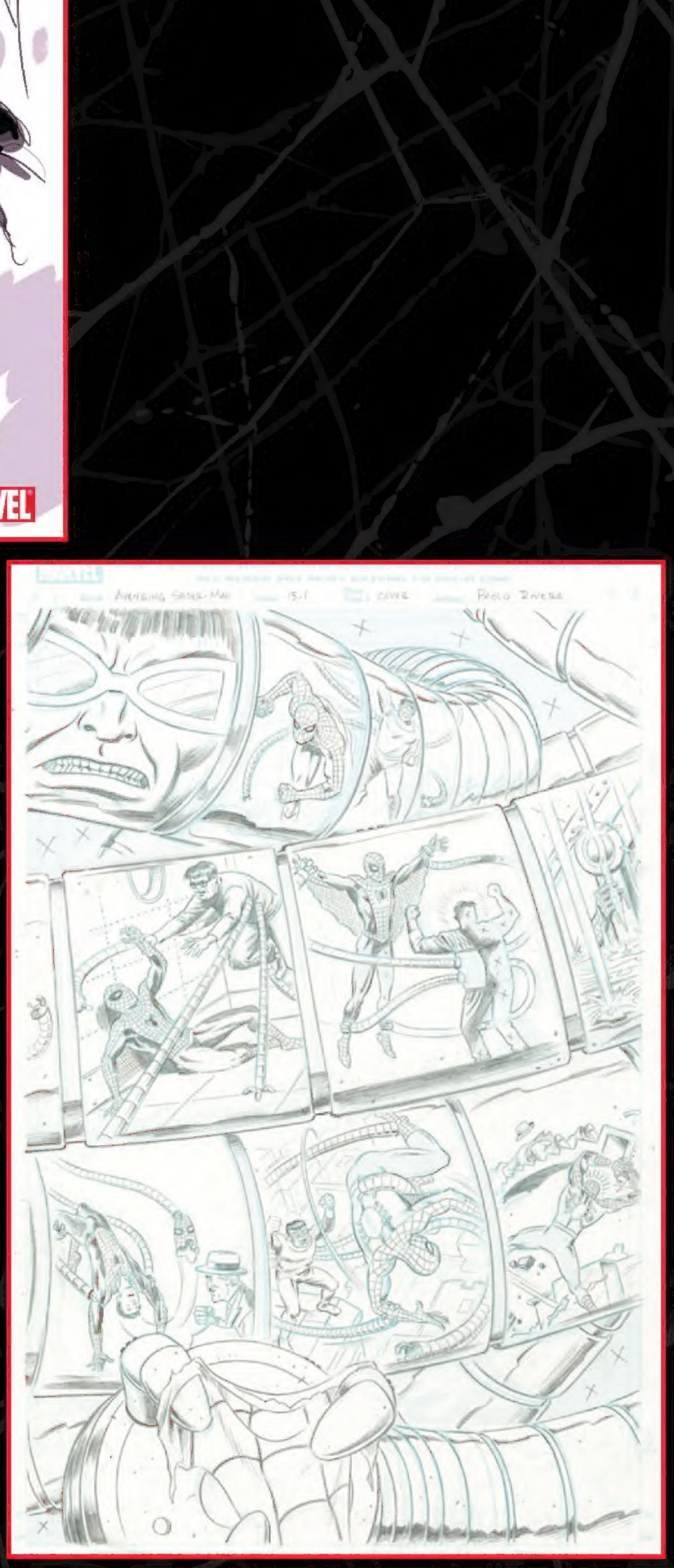
...all with the best supporting cast in fiction.

Welcome to the Marvel Universe, all through the (slightly warped) eyes of the Superior Spider-Man.

SUPERIOR SPIDER-MAN TEAM-UP #12, PAGE 9 ART BY RON FRENZ & SAL BUSCEMA

SUPERIOR SPIDER-MAN TEAM-UP #7, PAGES 6-7 ART BY MARCO CHECCHETTO

SLEEPWALKER BY
MARCO CHECCHETTO



AVENGING SPIDER-MAN #15.1 COVER PENCILS BY
PAOLO RIVERA

DOCTOR OCTOPUS *IS* THE SUPERIOR SPIDER-MAN!

OTTO OCTAVIUS has taken over Peter Parker's body, his costume — his life! But there's one thing that comes with the suit that Otto didn't count on: the team-ups! The Marvel Universe is about to meet a far-from-Friendly Neighborhood Spidey, beginning with...Mary Jane Watson?! But will Wolverine smell a rat? Will Daredevil sense trouble? And is Otto's secret safe from the Secret Avengers? The Superior Spider-Man hunts the Chameleon on the S.H.I.E.L.D. Helicarrier, nurses a deadly grudge against the Scarlet Spider and plays his part when the forces of Thanos attack — but what are his plans for the Sinister Six? Plus: encounters with the Hulk, the Future Foundation, Namor, the Punisher, Cloak and Dagger, and the Inhumans!

T+

MARVEL

Collecting *Avenging Spider-Man #15.1* and *#16-22*, *Daredevil (2011) #22*, *Superior Spider-Man Team-Up #1-12*, *Scarlet Spider (2012) #20*, and *Inhumanity: Superior Spider-Man #1* — written by Christopher Yost, Mark Waid, Rob Rodi, Kevin Shinick, Erik Burnham and Christos Gage; and illustrated by Paco Medina, Marco Checchetto, David Lopez, Chris Samnee, Mike del Mundo, Will Sliney, Ron Frenz, Stephanie Hans and more.